

Company No.: 0724179

ARTICLES OF ASSOCIATION

OF

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

(amended and restated articles as adopted by special resolution passed on)

Incorporated on the 17th day of July, 2000

INCORPORATED IN HONG KONG

THE COMPANIES ORDINANCE (Chapter 622)

**Company Limited by Guarantee
and not having a Share Capital**

ARTICLES OF ASSOCIATION

OF

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

1. The name of the company is **THE KARATEDO FEDERATION OF HONG KONG, CHINA LIMITED** 中國香港空手道總會有限公司.

Interpretation

2. In these Articles, unless there is anything in the subject or context inconsistent therewith:-

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

“Articles” means these Articles of Association of the Federation for the time being in force.

“Associate Member” has the meaning ascribed to it in Article 11.4.

“Auditors” means the auditors as appointed by the Federation from time to time.

“Chairperson” and “Vice-Chairperson” mean the Chairperson and any Vice-Chairperson of the Federation respectively.

“day” means calendar day.

“Executive” has the meaning ascribed to it in Article 55.

“Extraordinary General Meeting” means a general meeting of the Federation other than an Annual General Meeting.

“Federation” means **THE KARATEDO FEDERATION OF HONG KONG, CHINA LIMITED** 中國香港空手道總會有限公司.

“Full Member” has the meaning ascribed to it in Article 11.2.

“General Committee” means the general committee of the Federation for the time being.

“General Committee Members” means any person for the time being elected as a member of the General Committee.

“General Meeting” means a general meeting of the Federation.

“General Secretary” means any person for the time being elected as the general secretary of the Federation, being the company secretary of the Federation.

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

“Honorary Members” means the honorary members appointed under Article 77.

“Para Member” has the meaning ascribed to it in Article 11.3.

“Karatedo” includes but not limited to any form of Karatedo recognized by the General Committee from time to time.

“members” and “membership” respectively mean the members and membership of the Federation.

“month” means calendar month.

“Officer” has the meaning ascribed to it in Article 49.

“Ordinance” means the Companies Ordinance Chapter 622 or any statutory amendment or re-enactment thereof.

“Ordinary Resolution” means a resolution which is passed by more than 50% of the votes actually cast by the Voting Members having the right to vote (whether by post or present in person or proxy) at a General Meeting.

“Register” means the register of members to be kept pursuant to the Ordinance.

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

“Seal” means the common seal of the Federation.

“Special Resolution” means a resolution which is passed by not less than 75% of the votes actually cast by the Voting Members having the right to vote (whether by post or present in person or proxy) at a General Meeting.

“Sub-Committee” means a sub-committee of the Federation.

“Treasurer” means any person for the time being elected as a treasurer of the Federation, being the treasurer of the Federation.

“Vice-Chairperson(s)” means any Vice-Chairperson of the Federation elected from time to time pursuant to Article 49.

“Voting Member” has the meaning ascribed to it in Article 11.1.

“year” means year from the 1st January to the 31st December inclusive.

Expressions referring to writing shall, unless the contrary intention appears be construed as including references to printing, lithograph, photography, and other modes of representation or reproduction of words in a visible form.

These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

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

Words importing the masculine gender shall include the feminine gender and the neuter gender.

Words importing persons include corporations.

Object

3. The objects for which the Federation is established are:-
 - 3.1. to promote and develop the true art and spirit of Karatedo for self-defence in Hong Kong;
 - 3.2. to regulate and govern the sport of Karatedo in Hong Kong;
 - 3.3. to establish and promote good standards of practice, to repress malpractice, to settle disputed points of practice and to decide all manner of questions of usage or courtesy between or among the participant(s) of Karatedo;
 - 3.4. to ensure compliance by participant(s) of Karatedo with relevant bye-laws, codes, regulations and practice directions;
 - 3.5. to promote youth and family participation in the sport of Karatedo;
 - 3.6. to provide services to the participant(s) of the sport of Karatedo; and

- 3.7. to engage in any activities in conjunction with other bodies or federations within the limits of the federation's objects and to arrange reciprocal concessions and co-operation with other such bodies or federations.
4. The Federation shall have the following powers exercisable in furtherance of the said objects but not otherwise: -
 - 4.1 to take initiative, to give directives, to define programmes, to promulgate rules and regulations, to distribute information and technical data, in order to develop Karatedo in Hong Kong with the best spirit of collaboration;
 - 4.2 to promote, arrange, organise and conduct conferences, meetings, discussions, seminars, lectures, and any other type of Karatedo activities thought appropriate by the General Committee to deal with all aspects of Karatedo;
 - 4.3 to print, publish or otherwise disseminate or procure the printing, publishing or other dissemination gratuitously or otherwise of any reports, periodicals, books, newspapers, pamphlets, leaflets, or other documents and to broadcast, televise or to make and issue or otherwise show films and videotapes or to procure the broadcasting, television or the making, issuing and showing of films;
 - 4.4 to seek and maintain membership with local or international organizations of like nature to that of the Federation;
 - 4.5 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Federation may think necessary or convenient for the promotion of the object, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Federation;
 - 4.6 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation as the Federation may think expedient with a view to promoting the objects;
 - 4.7 to undertake and execute any trusts which may lawfully be undertaken by the Federation and may be conducive to the objects;
 - 4.8 to raise funds and to obtain financial assistance through patronship, donations, sponsorship or otherwise for the attainment of any or all of the objects of the Federation with the intent that the funds of the Federation, however derived or obtained, shall be applied solely towards the costs and expenses incurred in the attainment of any or all of the objects of the Federation;
 - 4.9 to borrow money for the purpose of the Federation on such terms and on such security as the Federation may think fit;

- 4.10 to invest the moneys of the Federation, not immediately required for its purposes, in or upon such investments, securities of property as the Federation may think fit;
- 4.11 to establish and support or aid in the establishment and support of any Karatedo federations or institutions with similar objects of the Federation and to subscribe or guarantee money for any charitable purpose in any way connected with the purposes of the Federation or calculated to further the objects; and
- 4.12 to do all such other lawful things as are incidental or conducive to the attainment of the objects or any of them.

Provided that:

- i. In case the Federation shall take or hold any property which may be subject to any trusts, the Federation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- ii. The objects of the Federation shall not extend to the regulation of relations between workers/employees and employers, or organisations of workers/employees and organisations of employers.
- iii. The powers set forth in the Seventh Schedule of the predecessor Ordinance (as defined in section 2(1) of the Ordinance) are hereby excluded.

5.

- 5.1. The income and property of the Federation, whensoever derived, should be applied solely towards the promotion of the objects of the Federation as set forth in these Articles.
- 5.2. Subject to Sub-articles 5.4 and 5.5 below, no portion of the income and property of the Federation shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Federation.
- 5.3. No member of the General Committee or governing body of the Federation shall be appointed to any salaried office of the Federation, or any office of the Federation paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Sub-article 5.5 below) shall be given by the Federation to any member of the General Committee or governing body of the Federation.
- 5.4. Nothing herein shall prevent the payment, in good faith, by the Federation of reasonable and proper remuneration to any officer or servant of the Federation, or to any member of the Federation not being a member of the General Committee or governing body of the Federation in return for any services actually rendered to the Federation.

5.5. Nothing herein shall prevent the payment, in good faith, by the Federation:-

- i. to any member of the General Committee of out-of-pocket expenses, properly incurred in and for the affairs of the Federation (including but not limited to travelling costs, and allowance to any member of its General Committee in the capacity of coach, referee or official for the event organized by the Federation);
- ii. of interest on money lent by any member of the Federation or the General Committee, at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for loans in relevant currencies;
- iii. of reasonable and proper rent for premises demised or let by any member of the Federation or of the General Committee to the Federation; and
- iv. of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Federation or its General Committee is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

5.6. No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Sub-articles 5.4 and 5.5 above.

Liability of Members

6. The liability of the members is limited.
7. Every member of the Federation undertakes to contribute to the assets of the Federation, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Federation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred Hong Kong dollars (HK\$100) for a member.
8. If upon the winding up or dissolution of the Federation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Federation, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Federation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as

great as is imposed on the Federation under or by virtue of Article 5 hereof and this article, such institution or institutions to be determined by the members of the Federation at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

Number of Members

9. The number of members of the Federation shall not be more than 5,000. The General Committee may, from time to time, by resolution, register an increase in number of members and, in accordance with section 114 of the Ordinance, give notice of the increase to the Companies Registry within fifteen days after the increase was resolved or took place (whichever is earlier).

Classes of Membership

10. Membership of the Federation shall consist of the following classes of members: Voting Members, Full Members, Para Members and Associate Members.
11. Subject to these Articles:-
 - 11.1. Any organization, society or other body which is interested in the sport of Karatedo and has a dojo and a supervising karateka who possesses a qualification of not less than 2nd Dan, may apply to become a voting member ("**Voting Member**").
 - 11.2. Any natural person who admitted as a member of any Voting Member of the Federation and demonstrates a continuous interest in Karatedo and a desire to promote the sport of Karatedo may apply to become a full member ("**Full Member**").
 - 11.3. Any natural person who has an impairment and to be classified as disabled in accordance to the Para Karate Classification Rules of World Karate Federation but demonstrates an interest in Karatedo may apply to become a para member ("**Para Member**").
 - 11.4. Any organization, society or other body which is interested in the sport of Karatedo and the promotion of such a sport, may apply to become an associate member ("**Associate Member**").

Membership Subscription

12. The initial and/or annual subscription payable by the members of the Federation shall be such sum or sums as shall from time to time be determined by the General Committee of the Federation, but shall be subject to the endorsement by the members in a General Meeting. The General Committee may waive the payment of any subscription by members as the General Committee Members consider appropriate.

Members' Rights

13. No member shall participate in or be entitled to any of the facilities, functions or benefits of the Federation, or exercise any rights or privileges of membership until he shall have paid his initial and annual subscription if required to do so, as applicable, and satisfied any other claim the Federation has against him.
14. Subject to Articles 13 and 22, all members of the Federation shall be entitled to the right to participate in all activities sponsored by the Federation (and such other rights as the General Committee may from time to time prescribe). All members of the Federation shall also comply with the following obligations:-
 - (a) to abide by the constitution and regulations of the Federation; and
 - (b) to pay applicable membership fees.

Each Voting Member shall in addition have the right to have one vote to cast on each resolution in a General Meeting, including but not limited to resolutions relating to appointment/removal of General Committee Members to/from office.

15. The rights of a member shall be personal to himself and shall not be transferable by his own act or operation of law and shall cease upon his death, bankruptcy, insolvency, or upon his resignation or ceasing from any cause to be a member under the provisions of these Articles. Any person who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Federation all monies which at the time of his ceasing to be or resigning as a member shall be due from him to the Federation.

Qualification and Admission of Members

16. Every application for membership shall be in such form(s) and meet such requirements as the General Committee may from time to time deem fit and addressed to the General Secretary in writing signed by the applicant.
17. The General Committee shall have the absolute and final discretion to approve and/or reject, without any need to furnish any reasoning thereof, the admission of an applicant, and decide the class of membership an applicant is to be admitted.
18. The General Secretary or such other person as the General Committee shall appoint shall send to each new member immediately upon his admission written notice thereof together and such member shall upon his payment of his subscription for membership (the "**Initial Subscription**") become entitled to the rights of membership.
19. Where an application shall be refused by the General Committee or the applicant's membership is approved under Article 17 but the applicant fails to pay the Initial Subscription, the General Secretary or such other person authorized by the General Committee for such purpose shall give notice to the applicant/member to

the effect that his application/membership is refused/cancelled and the Initial Subscription (where applicable) shall be refunded to him.

Resignation, Expulsion and Cessation of Membership

20. Any member may at any time resign from membership by giving notice in writing to the General Secretary. Such members may be considered for re-admission as members upon a new application being submitted in accordance with these Articles.
21. In the case of a member liable to payment of an annual subscription, the General Committee may resolve to expel such member if his annual subscription remains unpaid after such period as stipulated by the General Committee, PROVIDED that such expulsion is endorsed by the members in a General Meeting. Notwithstanding the foregoing, the member being expelled shall be entitled to be heard on the intended resolution at the General Meeting before he may be expelled from the Federation.
22. If any member violates any of these Articles or bye-laws of the Federation or if his conduct shall, in the opinion of the General Committee be injurious to the character or interests of, or otherwise prejudicial to the Federation or be derogatory to such member's position in society, a meeting of the General Committee shall be specially summoned to consider the case and may make the decision to suspend and/or expulse the member, provided that such decision shall be endorsed by the members in a General Meeting. Notwithstanding the foregoing, the member being expelled shall be entitled to be heard on the intended resolution at the General Meeting before he may be expelled from the Federation.
23. Any member who shall be convicted of an indictable offence or be adjudged bankrupt, or who compounds with his creditors or becomes of unsound mind shall, if the General Committee considers it expedient or desirable, cease to be a member and shall forfeit all claims upon any property of the Federation, but it shall be lawful for the General Committee after inquiry to restore his name to the Register upon such terms as the General Committee may in its sole and absolute discretion think fit.
24. No person ceasing to be a member of the Federation shall have any right or claim against the Federation or its property or funds.

General Meetings

25. Subject to sections 611, 612 and 613 of the Ordinance, the Company must, in respect of each financial year of the Company, hold a General Meeting as its Annual General Meeting in accordance with section 610 of the Ordinance. The Annual General Meeting shall be held at such time and place as the General Committee shall appoint.

26. At each Annual General Meeting of the Federation the following business shall be transacted:-
- (a) to receive and consider the approving of the annual accounts, balance sheets, and the reports of the General Committee and Auditors;
 - (b) to appoint the Auditors;
 - (c) to discuss and resolve such matters as the General Committee may wish to raise; and
 - (d) to discuss matters of general interest raised by members of the Federation provided due notice of the same is given to the General Secretary at least seven (7) days before the meeting.
27. All general meetings of the members of the Federation other than Annual General Meetings shall be called Extraordinary General Meetings. The General Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened in the manner set forth below upon the requisition of not less than two (2) General Committee Members, or members representing not less than one-twentieth (1/20) of the total voting rights of all the members having a right to vote at General Meetings:-
- (a) the requisition must state the objectives of the meeting and must be signed by the requisitionists and deposited at the Registered Office;
 - (b) where the General Committee proceeds to convene an Extraordinary General Meeting, not less than fourteen (14) days' notice shall be given to all members with the right to vote at Extraordinary General Meetings. In case of a Special Resolution being proposed, twenty-one (21) days' notice shall be given;
 - (c) if the General Committee does not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a meeting for a day not more than twenty-eight (28) days after the date on which the notice convening the meeting is given, the requisitionists, or halve of them, may themselves convene the meeting in the same manner, as nearly as possible, as that in which Extraordinary General Meetings are normally to be convened by the General Committee, but any meeting so convened shall not be held later than three (3) months from the date of such deposit.

Notice of General Meetings

28. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one (21) days' notice in writing at the least, and a meeting of the Federation other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen (14)

days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Federation in General Meeting to such persons as are under these Articles entitled to receive such notices from the Federation. There shall appear on every such notice with reasonable prominence a statement that a Voting Member having the right to vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy must be a Full Member of the Federation.

Provided that a meeting of the Federation shall notwithstanding that it is called by shorter notice than that specified in these Articles be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the members of the Federation having the right to vote and attend at the meeting; and
 - (b) in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being a majority representing not less than 95 per cent of the total voting rights at the meeting of all the members of the Federation.
29. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

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

- (e) The fixing of, or the determination of the method of fixing, the remuneration of the Auditors; and
- (f) The appointment of Auditors.

For the avoidance of doubt and subject to the Ordinance, all matters which require the approval, resolution or endorsement of members or General Meetings may be passed by way of Ordinary Resolution (even if the relevant matter is deemed special under this Article 30), unless the relevant matter is to change the name of the Federation, amend these Articles or wind up the Federation.

- 31.
 - (a) No business shall be transacted at any General Meeting unless a quorum of members having the right to attend and vote at the meeting is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Save as otherwise provided not less than ten (10) Voting Members, represented by the respective duly authorized representatives present in person shall be a quorum.
 - (b) Subject to the provisions of the Ordinance or any statutes, members having the right to attend and vote at the meeting that are present in person or by proxy may participate in a General Meeting of the Federation or its adjournment thereof by means of a conference telephone or similar communications equipment whereby all persons participating in a meeting through such media can clearly hear and understand each other and all persons participating in any meeting pursuant to this provision shall, for the purposes of these Articles, be deemed to be present in person at such meeting.
 - (c) The General Committee may determine that any General Meeting shall be held entirely or partially by means of a telephonic, an electronic or other communication facility or video conferencing program that permits all participants to communicate adequately with each other during the meeting.
- 32. If within one hour from the time appointed for the meeting a quorum is not present at the meeting, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and to such other time and place as the General Committee may by not less than two days' notice to the members entitled to receive notices of General Meetings prescribe and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.
- 33. The Chairperson or, in his absence, the 1st Vice-Chairperson, failing whom the 2nd Vice-Chairperson, failing whom the 3rd Vice-Chairperson, shall preside as chairman at every General Meeting of the Federation. If however at any General Meeting of the Federation the Chairperson and all the Vice-Chairperson(s) shall not be present within fifteen minutes after the time appointed for the holding of such meeting,

the General Secretary shall preside as chairman; failing him, the members of the Federation present at such meeting may select one of the members to be chairman of the meeting.

34. The chairman of a General Meeting may, with the consent of such meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting except that seven days notice shall be sufficient. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
35. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman of the meeting or by at least two Voting Members, represented by duly authorized representative(s) present in person and entitled to vote, and unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of the proceedings of the Federation shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
36. If a poll is duly demanded, it may given personally, by proxy or by post and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
37. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
38. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. Except as aforesaid, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Votes of Members

39. Every Voting Members shall have one vote whilst he is still on the Register and is not delinquent on sums due and payable to the Federation. No Voting Member shall be entitled to have notice of or to be admitted to any General Meeting or to

vote at such meeting or to any of the privileges of membership while any subscription is in arrears or other moneys presently payable by it to the Federation remained unpaid. For the purposes of this Article subscriptions shall be deemed to be in arrears if unpaid by the first day of April next after the same became payable but the proceedings at any General Meeting shall not be invalidated because it is subsequently found that a Voting Member has voted notwithstanding its disability under this Article.

40. On a poll votes may be given either personally or by proxy or by attorney.
41. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if the appointer is a corporation either under the seal or under the hand of an officer or attorney duly authorized.
42. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll taken more than 48 hours after it was demanded, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
43. An instrument appointing a proxy may be in the following form or any other form which the General Committee approves:-

“I/We, [] of [] (Membership No. []) being a Voting Member of the above Federation, hereby appoint [], of [] (Membership No. []), or failing him, [], of [] (Membership No. []) as my/or proxy to vote in my/our name[s] and on my behalf at the annual/extraordinary general meeting of the Federation to be held on [], and at any adjournment thereof.

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

Resolution No. 1: *for*against

Resolution No. 2: *for*against

* Strike out whichever is not desired

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

Signed this [dd/mm/yr]”

44. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
45. An instrument appointing a proxy may be revoked by forwarding to the General Secretary not less than forty-eight hours before the time holding the meeting at

which the person named in such instrument proposes to vote written notification of such revocation signed by the appointer.

46. The General Secretary shall, not less than 14 days prior to each General Meeting at which Officers and Executives are to be elected, cause to be sent to each Voting Member the following: -
- (a) a ballot paper in such form as the General Committee may prescribe bearing a statement as to the offices and the number of vacancies to be filled and containing the names of the candidates for election as such Officers and Executives in alphabetical order of surnames, and with provision for the Voting Member making use of the same to indicate the names of the candidates for whom he wishes to vote; and
 - (b) an instrument appointing a proxy in the form as prescribed in these Articles and the number of vacancies to be filled and containing the names of the candidates for election as Officers and Executives in alphabetical order of surnames, and with provision for the Voting Member making use of the same to indicate the names of the candidates for whom he wishes the person appointed as his proxy to vote.
47. (a) A Voting Member may vote in the election of Officers and Executives: -
- (i) by post or by facsimile transmission in accordance with Article 47(b);
 - (ii) by proxy in accordance with Article 47(c); or
 - (iii) in person in accordance with Article 47(d).
- (b) A Voting Member who wishes to vote by post or by facsimile transmission shall mark or otherwise indicate in the manner set forth in the ballot paper referred to in Article 46(a) those persons nominated as Officers and Executives for whom he wishes to vote and shall return the completed ballot paper to the scrutineers appointed by the General Committee to be received by them not less than 72 hours before the General Meeting at which the election is to be held. No Voting Member shall indicate more names than there are vacancies for the relevant office to be filled and in the event any Voting Member shall do so his ballot paper shall be invalid. A statement by the scrutineers to the effect that a duly completed ballot paper sent under these provisions has been received by the scrutineers in due time shall be conclusive evidence of such receipt.
- (c) A Voting Member who wishes to vote by proxy shall return a completed instrument of proxy to the scrutineers appointed by the General Committee to be received by them not less than 48 hours before the General Meeting at which the election is to be held. A statement by the scrutineers to the effect that a duly completed instrument of proxy sent under these provisions has been received by the scrutineers in due time shall be conclusive evidence of such receipt.

- (d) At any General Meeting at which Officers and Executives are to be elected, each Voting Member, represented by a duly authorized representative present in person shall be given a voting paper for use by him to vote in person. Each voting paper shall bear a statement as to the offices and the number of vacancies to be filled and shall contain the names of the candidates for election as such Officers and Executives in alphabetical order of surnames. A Voting Member who wishes to vote in person or as proxy for another Voting Member shall mark or otherwise indicate in the manner set forth on the voting paper those persons nominated whom he votes for as Officers and Executives in the election. No Voting Member shall indicate more names than there are vacancies to be filled for the relevant office or the number of nominated candidates and in the event that any Voting Member shall do so his voting paper shall be invalid.
 - (e) A Voting Member, represented by a duly authorized representative present in person, may attend the General Meeting and vote in person in the election of Officers and Executives notwithstanding that he has returned a completed ballot paper or instrument of proxy to the scrutineers. The vote of a Voting Member who has returned a completed ballot paper in accordance with Article 47(b) shall be countermanded if such Voting Member attends the relevant General Meeting and by a vote on behalf of that Voting Member by a proxy appointed by him. The vote of proxy of a Voting Member who has returned a completed instrument of proxy in accordance with Article 47(c) shall be countermanded if such Voting Member attends the relevant General Meeting.
 - (f) At any General Meeting at which Officers and/or Executives are to be elected the ballot papers submitted in accordance with Article 47(b) and the voting papers (together with all instruments of proxy relative thereto) completed in accordance with Article 47(d) shall be counted and checked by the scrutineers who shall prepare as soon as possible the result of the ballot showing the total number of votes cast for each candidate and shall hand the same to the chairman of the meeting who shall announce the names of the successful candidates being those with the highest number of votes. In the case of an equality of votes between the candidates having the maximum number of votes for the offices then as between those candidates, the successful candidates shall be determined by lot drawn by the chairman of the meeting.
48. The accidental omission to give notice of a meeting or (where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Officers

49. The officers of the Federation (the “**Officers**”) shall consist of a Chairperson, a 1st Vice-Chairperson, a 2nd Vice-Chairperson, a 3rd Vice-Chairperson, a General Secretary, a Deputy General Secretary, a Treasurer, and a Deputy Treasurer who are elected once every four years at the Annual General Meeting by the Voting Members. Casual vacancies arising at other times shall be filled by co-option by the General Committee. Officers shall be elected from the Voting Members and shall serve their respective offices for the period from the date of their election or co-option to the date of the Annual General Meeting to be held in the fourth year after the date of election and shall then be eligible for re-election.
- 50.
- (a) Candidate for election of the Officers shall be nominated by Voting Members in accordance with these Articles and the directions as may be published and amended by the General Committee from time to time.
 - (b) Without prejudice to other requirements as laid down in these Articles, candidates for the post of Officers must have once served at least one 4-year term as General Committee member as determined in Article 55.
51. The Chairperson shall:-
- (a) preside at all meetings of General Committee and the General Meetings of the Federation, unless otherwise provided by these Articles;
 - (b) ensure the implementation of the resolutions passed at the General Committee; and
 - (c) exercise the powers of the General Committee as the General Committee shall delegate.
52. The General Secretary shall:-
- (a) draw up the minutes of meetings of the General Committee and the General Meetings of the Federation as the General Committee shall direct;
 - (b) maintain the Register for the members properly; and
 - (c) deal with correspondence for and on behalf of the General Committee as the General Committee shall direct.
53. The Treasurer shall:-
- (a) keep proper books of account of the Federation;
 - (b) prepare monthly and yearly income and expenditure accounts together with a balance sheet as the General Committee shall direct; and

- (c) ensure the implementation of the fiscal policies of the Federation as determined by the General Committee from time to time.

The General Committee

- 54. The General Committee Members shall be the directors of the Federation.
- 55. The General Committee shall consist of all the Officers and at least three, but not more than five other members who shall hold the title "Executive". The Executives shall be elected once every four years at the Annual General Meeting by the Voting Members as in the case of the Officers under Article 49. Casual vacancies arising at other times shall be filled by co-option as the General Committee thinks fit pursuant to these Articles.

Powers and Duties of the General Committee

- 56. The affairs of the Federation shall be managed by the General Committee who may pay all expenses properly incurred in promoting and registering the Federation, and may exercise all such powers of the Federation as are not, by the Ordinance or by these Articles, required to be exercised by the Federation in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the Ordinance and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Federation in General Meeting but no regulation made by the Federation in General Meeting shall invalidate any prior act of the General Committee which would have been valid if that regulation had not been made.
- 57. The General Committee shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of Officers and Executives made by the General Committee and all appointment of Sub-Committees made by the General Committee (and the co-option of members thereto);
 - (b) of the names of the General Committee Members present at each meeting of the General Committee and of any Sub-Committee thereof; and
 - (c) of all resolutions and proceedings at all meetings of the Federation and of the General Committee and of any sub-committees and, if required, every General Committee Member present at any meeting of the General Committee shall sign his name in a book to be kept for that purpose.
- 58. The General Committee may exercise all the powers of the Federation in furtherance of the objects but not otherwise, including without limitation the power to:-

- (a) acquire by purchase or otherwise, any property, rights or privileges, capable of being validly acquired by the Federation and to settle the consideration, terms and conditions;
- (b) bring and prosecute, and to defend any legal or other proceedings, to compromise, settle, abandon or refer to arbitration any such proceedings or any claim by or against the Federation;
- (c) from time to time to introduce, vary and repeal rules and bye-laws for the furtherance of the objects for which the Federation is established, for the conduct of the business of the Federation, the conduct of General Meetings, of their own meetings, and the appointment, constitution and conduct of meetings of Sub-Committees, or any other matter affecting the affairs of the Federation or its members or the Officers or the Executives, or the rights, privileges or duties of members and may alter and rescind any rules or bye-laws so made, PROVIDED THAT no rule or bye-law so made shall be inconsistent with or involve an alteration or amendment of or addition to these Articles which could only properly be effected by a Special Resolution or shall deal with any matter which can only properly be dealt with by the Federation in General Meeting and any rule or bye-law may be set aside or varied by a resolution of a General Meeting of the Federation;
- (d) make, fulfill, rescind, modify, or vary any contract and to do all such lawful acts and things as they think expedient for the objects of the Federation;
- (e) pay all costs, charges and expenses of an incidental to the carrying out of the objects for which the Federation is established;
- (f) appoint, suspend and remove all staff of the Federation and subject to Article 5 to fix their remuneration and determine their duties;
- (g) appoint or engage professional investment advisors or other qualified investment consultants in making investment;
- (h) make such rules and regulations for the management of the Federation and appoint staff to assist the General Secretary, and to form functional committees and/or working groups for such special purposes with such powers as it may deem necessary and prescribe;
- (i) appoint, employ and remove any managers, clerks, servants, coaches or instructors either in any honorary capacity or at any salaries and wages respectively and with such respective duties and spheres or employment for such length of service and generally upon such terms as it thinks fit; and
- (j) either by itself or through any Sub-Committee or any council to whom its power in that behalf may be delegated in writing to make rules and bye-laws for the good conduct of the members of the Federation and in relation to the Federation's affairs and for the good conduct and discipline of all

persons (whether members of the Federation or not) taking part in any of the activities of the Federation or in any activities with which the Federation may be associated.

59. Without limiting the foregoing, the General Committee shall be responsible for organizing and transacting all business of the Federation pursuant to its objects, and organizing scientific and social programme of the Federation.
60. The General Committee shall register all charges created by it and requiring registration in accordance with the provisions of the Ordinance and shall duly comply with the requirements of the provisions of the Ordinance in regard to the registration of mortgages and charges therein specified and otherwise.
61. The General Committee may, from time to time, appoint any member of the Federation to fill a vacancy (whether casual or arising from a failure to elect sufficient General Committee members at an Annual General Meeting or as an addition to the existing members of the General Committee) but so that the total number of members of the General Committee shall not at any time exceed the maximum number fixed in accordance with these Articles. Any member so appointed shall hold office only until when the term of the current General Committee members expire under Article 55 and shall then be eligible for re-election.
62. All correspondences shall be signed on behalf of the Federation by either the Chairperson, any Vice-Chairperson, the General Secretary or the Treasurer or such person or persons to be authorized by the General Committee for such purpose.
63.
 - (a) A General Committee Member who is in any way, whether directly or indirectly, interested in a transaction, arrangement or contract or proposed transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Federation's operations) with the Federation shall, if his interest in the transaction, arrangement or contract or proposed transaction, arrangement or contract is material, declare the nature and extent of his interest at a meeting of the General Committee Members in accordance with the provisions of the Ordinance.
 - (b) A General Committee Member shall not be entitled to vote in respect of any transaction, arrangement or contract in which he is interested and shall not be counted in the quorum present at the meeting at which such transaction, arrangement or contract is considered. If he does so vote, his vote shall not be counted.
 - (c) Subject to these Articles, General Committee Members or member of governing body shall not receive profits from their office either by way of remuneration for their services as General Committee Members or by way of being appointed to salaried office while serving as General Committee Members.

Vacation of Office and Disqualification of General Committee Members

64. The office of a General Committee Member shall be vacated if such member of the General Committee:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) is prohibited from being a director by law under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); or
 - (c) is convicted of any criminal offence, other than a driving offence, involving immediate imprisonment for a period of six weeks or more; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Federation; or
 - (f) shall have been absent from meetings of the General Committee three times consecutively without reasonable explanation; or
 - (g) is removed by an Ordinary Resolution of the Federation pursuant to Article 65 below; or
 - (h) ceases to be a member of the Federation.
65. The Federation may by Ordinary Resolution with special notice remove any General Committee Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Federation and such General Committee Member. Such removal shall be without prejudice to any claim such General Committee Member may have for damages for breach of any contract of service between him and the Federation.

Proceedings of General Committee Members

66. (a) The General Committee Members may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- (b) The General Secretary on the requisition of any two or more members of the General Committee shall at any time summon a meeting of the General Committee by giving not less than seven (7) days notice in writing specifying the agenda thereof to all the members for the time being of the

General Committee (unless waived by all General Committee Members) save that it shall not be necessary to give notice of a meeting of the General Committee to any member thereof for the time being absent from Hong Kong and the accidental failure or omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings of a meeting.

- (c) The Chairperson may at any time summon a special meeting of the General Committee by giving not less than three (3) days notice in writing specifying the agenda thereof (unless waived by all General Committee Members) to all the members for the time being of the General Committee, save that it shall not be necessary to give notice of a meeting of the General Committee to any member thereof for the time being absent from Hong Kong and the accidental failure or omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings of a meeting.
67. (a) The quorum necessary for the transaction of the business of the General Committee may be fixed by the General Committee, and unless so fixed shall be not less than six (6) General Committee Members.
- (b) The General Committee or any committee of the General Committee may participate in a meeting of the General Committee or such committee by means of video conferencing program, conference telephone or similar communications equipment whereby all persons participating in a meeting through such media can clearly hear and understand each other and all persons participating in any meeting pursuant to this provision shall, for the purposes of these Articles, be deemed to be present in person at such meeting.
68. The continuing General Committee Members may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by Article 67 hereof, the continuing General Committee Members may act for the purpose of increasing the number of General Committee Members to that number, or of summoning a General Meeting of the Federation but for no other purpose.
69. The Chairperson shall preside at each General Committee meeting SAVE THAT if he is not present for more than fifteen (15) minutes after the time appointed for holding the meeting, the 1st Vice-Chairperson, failing whom the 2nd Vice-Chairperson, failing whom the 3rd Vice-Chairperson, shall preside. But if none of the Vice-Chairpersons is present for more than fifteen (15) minutes after the time appointed for holding the meeting, the General Committee Members present may choose one of their number to be chairman of the meeting.
70. All acts done by any meeting of the General Committee, or by any person acting as a General Committee Member shall be as valid as if every such person had been duly appointed and was qualified to be a General Committee Member

notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such General Committee Member or person acting as aforesaid, or that they or any of them were disqualified.

71. A resolution in writing, signed by all the General Committee Members for the time being entitled to receive notice of a meeting of the General Committee shall be as valid and effective as if it had been passed at a meeting of the General Committee duly convened and held.

Sub-Committees

72. The General Committee may, from time to time, appoint such Sub-Committees and as it considers necessary for securing the efficient discharge of its functions and may delegate in writing to any such Sub-Committee any of its powers and duties provided that no delegation made hereunder shall preclude the General Committee from exercising or performing or resuming at any time any of the powers and duties so delegated. A Sub-Committee may be dissolved by the General Committee at any time. A Sub-Committee so appointed cannot be affiliated to any outside organisation.
73. Each Sub-Committee shall be constituted and shall exercise such powers and authorities as the General Committee shall, from time to time appoint, provided always that each Sub-Committee shall have a person-in-charge who is a member of the General Committee. No person shall be appointed as a member of the Sub-Committee unless he is a Full Member of the Federation and a member of the Sub-Committee shall vacate office if he ceases to be a Full Member of the Federation.
74. Any casual vacancy occurring in the office of person-in-charge of a Sub-Committee shall be filled by one of the members of the General Committee but the person so appointed shall be subject to the same conditions as to tenure of office as his predecessor.
75. The person-in-charge of a Sub-Committee shall take the chair at meetings thereof and the quorum for meetings of a Sub-Committee, unless otherwise fixed by it, shall be two. Subject as aforesaid and to any regulations or directions applicable to it, the meetings and proceedings of each Sub-Committee shall be governed by the provisions of these Articles relating to meetings and proceedings of the General Committee so far as the same may be capable of being made applicable thereto.

President and Vice-President(s)

76. The President and the Vice-President(s) shall be elected once every four years at an Annual General Meeting by the Voting Members upon the nomination of the General Committee. Any persons of good repute and standing who are considered by the General Committee to be supportive of attainment of the objects of the Federation are eligible for such nominations and shall serve for the period from

the date of their appointment to the date of the next Annual General Meeting contemplated under Article 49 where election of the Officers is to take place, at which the President and the Vice-President(s) shall retire but be eligible for re-appointment. Any vacancy arising at other times shall be filled in a way as the General Committee thinks fit. The President and the Vice-President(s) shall be responsible for officiating all ceremonial functions of the Federation, as determined by the General Committee from time to time. Despite their appointment, the advisory roles of the President and the Vice-President(s) shall not affect the independent powers of the General Committee pursuant to these Articles who shall be ultimately responsible for the management of the Federation in pursuance of its objects.

Patrons and other Honorary Positions

77. The General Committee may confer such person or persons, as in the General Committee's opinion, rendered distinguished services to the Federation or in the promotion of the sport of Karatedo, whether members or otherwise to be Honorary Patron, Patron, Honorary Life President, Honorary President, or Honorary Member (collectively, the "**Honorary Positions**"), and may, subject to the endorsement of the General Meeting, cancel such position. Any person who has accepted the aforementioned Honorary Positions may relinquish them at any time upon written notice being given to the General Committee.
78. All holders of Honorary Positions shall not, solely by virtue of such Honorary Positions, be regarded as a member of the Federation or be entitled to vote at General Meetings or to take part in the election of or to be qualified to be members of the General Committee. They are, however, entitled to attend the General Meetings. The holders of Honorary Positions shall be entitled to such rights (if any) as the General Committee may from time to time prescribe.
79. Except for the position of Honorary Life President, all appointment to Honorary Positions shall automatically be deemed to expire on the date of the next Annual General Meeting contemplated under Article 49 where election of the Officers is to take place, unless the General Committee shall, at its sole and absolute discretion, determines otherwise.

Staff and Advisers

80. Subject to Article 5, the General Committee shall be entitled to employ staff of the Federation on such terms and remuneration as the General Committee thinks fit. Subject to Article 5, the General Committee shall likewise be entitled to engage professional or expert advisers, including those already serving as officers, honorary advisers and honorary legal advisers of the Federation, on such terms and remuneration as the General Committee thinks fit.

The Seal

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

Accounts

82. The General Committee shall cause proper books of accounts to be kept with respect to:-
- (a) all sums of money received and expended by the Federation (including donation receipts) and the matters in respect of which such receipt and expenditure took place;
 - (b) all sales and purchases by the Federation; and
 - (c) the assets and liabilities of the Federation.

Proper books mean such books of accounts as are necessary to give a true and fair view of the state of the Federation's affairs and to explain its transactions.

83. The books of account shall be kept at the Registered Office, or subject to the provisions of the Ordinance, at such other place or places as the General Committee thinks fit, and shall always be open to the inspection of the General Committee during usual office hours of the Federation.
84. The General Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Federation or any of them shall be open to the inspection of members who are not members of the General Committee. No member (not being a member of the General Committee) shall have any right to inspect any accounts or books or documents of the Federation except as conferred by statute or authorized by the General Committee or by the Federation in General Meeting.
85. At the Annual General Meeting every year, and in accordance with the provisions of the Ordinance, the General Committee shall place before the Federation an income and expenditure account and a balance sheet containing a summary of the assets and liabilities of the Federation made up to the end of the most recent fiscal year.
86. A copy of every balance sheet and income and expenditure account which shall be laid before the Federation in General Meeting, together with a copy of the General Committee's report and a copy of the Auditor's report shall not less than twenty-one (21) days before the date of the meeting be sent to every member of the Federation UNLESS AND/OR SAVE THAT a shorter notice convening the General

Meeting has been agreed by members in accordance with these Articles and this Article shall not require a copy of those documents to be sent to any person whose address is not on record with the Federation.

87. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Federation, shall be signed, drawn, accepted and endorsed or otherwise executed by any two or more General Committee Members in such manner as the General Committee shall determine via resolution from time to time.

Audit

88. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

Notice

89. Every member shall register with the Federation an e-mail address and a physical mailing address either in Hong Kong or elsewhere to which notices can be sent. If any member shall fail to do so, notice may be given to that member by any of the means mentioned herein to his last known place of business or residence or, via electronic bulletin boards or other electronic means, or if unknown, by posting the notice for three (3) days at the office of the Federation. In any event, the Federation may choose to give mass notices via its own website or via e-mails.
90. Members who change their addresses shall promptly inform the Federation.
91. A notice may be given by delivery, prepaid letter (airmail or courier in the case of a registered address outside Hong Kong), cable or telex or facsimile or email message. A notice may also be given by such means from a place outside Hong Kong.
92. (a) A notice delivered to the registered address shall be deemed to have been served at the time of delivery.
- (b) A notice sent by prepaid letter to an address in Hong Kong shall be deemed to have been served on the day following its posting.
- (c) A notice sent by prepaid airmail letter or courier to an address outside Hong Kong shall be deemed to have been served on the fifth day following its posting.
- (d) A notice sent by cable or telex or facsimile or email message shall be deemed to have been served on the day following the dispatch of the cable or telex or facsimile or email message.
- (e) In the case of a notice sent by prepaid letter, in proving service thereof, it shall be sufficient to prove that the envelope or wrapper containing the

notice was properly addressed and stamped and was deposited in a post box or at the post office.

93. Notice of every General Meeting shall be given in such manner as authorized herein to (a) every Voting Member (except those members who have not supplied the Federation with any e-mail address or physical mailing address) and (b) to the Auditors. No other persons shall be entitled to receive notices of General Meetings.

Indemnity

94. Every member of the General Committee and other Federation officers, employees and the Auditors, and honorary legal advisor shall be indemnified out of the funds of the Federation against any liability incurred by any of them in relation to the Federation in defending any civil or criminal proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application under the provisions of the Ordinance in which relief is granted to him by the Court.