

MEMORANDUM

and

ARTICLES OF ASSOCIATION

OF

THE CYCLING ASSOCIATION OF HONG KONG, CHINA LIMITED

中國香港單車總會有限公司

Incorporated the 14th day of April, 2014

(Reprinted in December 2023 incorporating alterations
as at 30 June 2014, 6 June 2017, 30 December 2021 and 14 December 2023)

THE COMPANIES ORDINANCE
(Chapter 622)

SPECIAL RESOLUTION

OF

THE CYCLING ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港單車總會有限公司
(the "Association")

Passed on 14th December 2023

The following special resolution was duly passed at an EXTRAORDINARY GENERAL MEETING of the Association duly convened and held at Meeting Room G52, Hong Kong Velodrome, 105-107 Po Hong Road, Tseung Kwan O, Hong Kong on 14th December 2023:-

SPECIAL RESOLUTION

THAT the Memorandum and Articles of Association of the Association be and are hereby amended so that they are on the same terms as those set out in the attached new Memorandum and Articles of Association and THAT the same be adopted as the new Memorandum and Articles of Association of the Association with effect from 14th December 2023.

(Sd.) Mr. LEUNG Chi Wa Simon

Mr. LEUNG Chi Wa Simon
Honorary Secretary General
(Director)

THE COMPANIES ORDINANCE (Chapter 622)

THE CYCLING ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港單車總會有限公司

SPECIAL RESOLUTION

Passed on 30th December 2021

At an Extraordinary General Meeting of Members of the abovenamed Association, duly convened and held at Meeting Room 5-6, 1/F, Olympic House, 1 Stadium Path, So Kon Po, Causeway Bay, Hong Kong SAR, China on 30th December 2021, the following resolution was passed as Special Resolution:-

1. That the Memorandum of Association of the Company and the Articles of Association of the Company be amended as per the amendments incorporated into the revised Memorandum of Association of the Company and the Articles of Association of the Company by way of marked-up in red.

(Sd.) Mr. LEUNG Hung Tak

LEUNG HUNG TAK
CHAIRPERSON
(Director)

編號 2087597
No.

[COPY]

公司註冊處
COMPANIES REGISTRY

公司更改名稱證明書
CERTIFICATE OF CHANGE OF NAME

本人謹此證明
I hereby certify that

THE CYCLING ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港單車總會有限公司

已藉特別決議更改其名稱，該公司根據
having by special resolution changed its name, is now incorporated under the

香港法例第622章《公司條例》註冊的名稱現為
Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in the name of

THE CYCLING ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港單車總會有限公司

本證明書於二〇一七年六月二十二日發出。
Issued on 22 June 2017.

(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)

SPECIAL RESOLUTION

OF

THE CYCLING ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港單車總會有限公司
(the "Association")

Passed on 6th June 2017

The following special resolution were duly passed at an EXTRAORDINARY GENERAL MEETING of the Association duly convened and held at Jockey Club Lecture Theatre, 2/F., Olympic House, 1 Stadium Path, So Kon Po, Causeway Bay, Hong Kong on 6th June 2017:-

SPECIAL RESOLUTION

1. Change of the Company Name
RESOLVED THAT subject to the approval of the Registrar of Companies, the Chinese name of the Association be changed to "中國香港單車總會有限公司" forthwith while the English name shall remain unchanged.
2. Change of the Description of Secretary and Treasurer
RESOLVED THAT the word "Honorary" be added to the description of Secretary General and Treasurer respectively.
3. To Amend the Articles of the Association
RESOLVED THAT the existing Article 12(a), Article 14, Article 30, Article 53 and Article 65 of the Articles of Association be altered and modified as follows:
"...12(a). The Officers shall consist of one Chairman (主席), two Vice-Chairmen (副主席), one Honorary Secretary General (義務秘書長) and one Honorary Treasurer (義務司庫) (the "Officers"), which shall be elected once every two years at the Annual General Meeting. ..."
"...14. The Executive Committee shall consist of the Officers and at least two but not more than thirteen Full Members elected once every two years at the Annual General Meeting. ..."
"...30. A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by not less than two-third of the Executive Committee members for the time being entitled to received notice of a meeting of the Executive Committee members, ..."
"...53. ...For the purposes of this Article, subscriptions shall be deemed to be in arrear if unpaid by the 1st day of September next after the same became payable but the proceedings at any general meeting shall not be invalidated..."
"...65. A notice may be given by the Association to any Member personally, by sending it via email to him to his registered email address or by post to him to his registered address, ..."

(Sd.) Mr. LEUNG Hung Tak

Mr. LEUNG Hung Tak
Chairman

SPECIAL RESOLUTIONS

THE CYCLING ASSOCIATION OF HONG KONG, CHINA LIMITED

中國香港單車聯會有限公司

("Association")

Written Resolutions pursuant to section 548 of the Companies Ordinance

Pursuant to the Section 548 of the Companies Ordinance (Cap. 622), we, the undersigned, being all the Members of the Company for the time being, hereby:-

ALTERATION TO ARTICLE OF ASSOCIATION

RESOLVED THAT the existing Memorandum of Association and Articles of Association be forthwith amended as per the draft attached with immediate effect.

Dated: 30th day of June, 2014

(Sd.) LEUNG HUNG TAK

LEUNG, HUNG TAK (梁鴻德)
Founder Member

(Sd.) TSANG, KWONG CHIU

TSANG, KWONG CHIU (曾廣釗)
Founder Member

(Sd.) SHING, SAU PING SEMEUL

SHING, SAU PING SEMEUL (成秀萍)
Founder Member

(Sd.) WONG, YIU WAH

WONG, YIU WAH (黃耀華)
Founder Member

(Sd.) MA, KING CHEUNG MEDES

MA, KING CHEUNG MEDES (馬敬將)
Founder Member

(Sd.) HON, KEVIN

HON, KEVIN (韓尚志)
Founder Member

(Sd.) CHAN, PAK CHEUNG

CHAN, PAK CHEUNG (陳百祥)
Founder Member

(Sd.) LEUNG, CHI YIN

LEUNG, CHI YIN (梁志賢)
Founder Member

(Sd.) CHAN, CHI KEUNG

CHAN, CHI KEUNG (陳志強)
Founder Member

(Sd.) NG, KWOK WAH

NG, KWOK WAH (吳國華)
Founder Member

(Sd.) CHAN, TAT KEUNG

CHAN, TAT KEUNG (陳達強)
Founder Member

(Sd.) CHAN, TAT WING

CHAN, TAT WING (陳達榮)
Founder Member

(Sd.) LAU, ON CHUEN

LAU, ON CHUEN (劉安泉)
Founder Member

(Sd.) LAW, WING SUM

LAW, WING SUM (羅永森)
Founder Member

(Sd.) LEUNG, KIN KEUNG

LEUNG, KIN KEUNG (梁健強)
Founder Member

編號 2087597
No.

[COPY]

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 CYCLING ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港單車聯會有限公司

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.

本證明書於二〇一四年四月十四日發出。
Issued on 14 April 2014.

(Sd.) Ms. Ada L L CHUNG

.....
香港特別行政區公司註冊處處長鍾麗玲

Registrar of Companies
Hong Kong Special Administrative Region

註 Note :

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THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE CYCLING ASSOCIATION OF HONG KONG, CHINA LIMITED

中國香港單車總會有限公司

1. The name of the Company is “THE CYCLING ASSOCIATION OF HONG KONG, CHINA LIMITED 中國香港單車總會有限公司” (“the Association”).
2. The registered office of the Association will be situated in the Hong Kong Special Administrative Region, China (“Hong Kong”).
3. The objects for which the Association is established are:
 - (a) To acquire and take over all or any part of the assets and liabilities of the unincorporated body known as “Hong Kong Cycling Association” which was exempted from registration under the Societies Ordinance of the laws of Hong Kong.
 - (b) To promote and maintain interest in the sport of cycling.
 - (c) To organize and co-ordinate cycling events and competitions in or outside Hong Kong, and to participate or arrange for the members of the Association or other persons to participate in cycling competitions or functions organized by other bodies interested in cycling both in or outside Hong Kong.
 - (d) To organize and co-ordinate cycling functions including but not limited to coaching schemes or courses, the compilation of cycling news, cycling demonstrations and cycling trips.
 - (e) To promote the sport of cycling at all levels, and to advance the performance in cycling in Hong Kong.
 - (f) To grant scholarships, bursaries, allowances, awards, medals and prizes and to contribute to or assist by the provision of grants, loans, donations, financial assistance or otherwise to such cyclists as the Association shall deem appropriate in pursuit of the promotion and advancement of cycling in Hong Kong or elsewhere in the world.
 - (g) To receive subvention, sponsorship, donations and other financial assistance in the furtherance of the objects for which the Association is established.
 - (h) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
 - (i) to preserve a doping-free environment for fair play in the sport of cycling in Hong Kong Special Administrative Region, China.

4. In furtherance of the objects but not otherwise, the Association shall have the power:
- (a) To accept and receive gifts or property, donations, subsidies, funds or bequests on behalf of charitable organizations of similar objects from the members, philanthropists or any other individuals, organizations, governmental authorities concerned for the objects of the Association;
 - (b) To conduct any non-profit making workshop, class, seminar, course, programme or any other activity as shall be desirable for attaining the above objects;
 - (c) To make charitable or other donations and any gift of property (whether of real, personal or pecuniary and whether or not subject to any trust) to individuals, charitable associations and causes in the furtherance of the objects of the Association;
 - (d) To grant scholarship, bursaries, allowances, awards and prizes and to contribute to or assist by the provision of grants, loans, donations, financial assistance to the needy persons;
 - (e) To take such steps by organizing public lectures or functions or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association and to accept donations, gifts (whether or not subject to any trust) for any of the objects of the Association and to manage all properties so received and not required to be or capable of being occupied for the objects of the Association and generally to manage, invest and expend all monies belonging to the Association in a reasonable and prudent manner;
 - (f) To construct, maintain and alter any house, buildings or other assets or works necessary or convenient;
 - (g) To establish associations or bodies in whatever form for the purpose of furthering the objects of the Association;
 - (h) To open and operate banking accounts, to draw, make, accept, endorse and execute cheques, bills of exchange, promissory notes and other negotiable and transferable instruments;
 - (i) Subject to section 115(2)(b) & (3) of the Companies Ordinance (Cap. 622), to purchase, take on lease or licence or in exchange, hire or otherwise acquire any real or personal estate or property which may be deemed necessary or convenient and to sell, manage, lease, mortgage, dispose of or otherwise deal with the same;
 - (j) Subject to Clause 6 hereof, to employ, hire or otherwise obtain, remunerate and provide benefits to employees and any other person or persons for the objects of the Association;
 - (k) To co-operate with individuals and other bodies, associations or organizations (whether incorporated or unincorporated) having objects similar to the objects of the Association, with governments and with national or international organizations concerned with the objects of the Association;
 - (l) To enter into, make, perform and carry out contracts or arrangements of every sort and kind for the furtherance of the objects of the Association with any person, firm, association, corporation or body and to obtain from any such body any rights, privileges and concessions which the Association may think it desirable to obtain and in this connection and in all transactions under the terms of the Association to do any and all things which a co-partnership or natural person could do or exercise, and which now or hereafter may be authorized by law;
 - (m) To print and publish any newspapers, periodicals, books, electronic publication, educational materials or leaflets as shall be desirable for attaining the above objects;

- (n) To borrow or raise monies required for the objects of the Association in such manner as the Association may think fit;
- (o) To collect any monies due to the Association and/or required for the objects of the Association in such manner as the Association may think fit;
- (p) To invest the monies of the Association not immediately required for its objects in or upon such investments, securities or property as the Association may think fit in a reasonable and prudent manner; and
- (q) To do all such lawful things as are incidental or conducive to the attainment of the above objects.

Provided always that

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and
5. The liability of the member of the Association is limited.
6. (a) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit, to the persons who, at any time, are or have been members of the Association. The Executive Committee members or members of the governing body of the Association shall provide their services to the Association free of charge and shall not receive any remuneration or profits from the Association for any service that they provide in their capacities as members of the Executive Committee or members of the governing body.
- (b) Subject to sub-clauses (c) and (d) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association.
- (c) Nothing herein shall prevent the payment in good faith, by the Association:-
- (i) to any member of the Executive Committee or member of its governing body of out-of-pocket expenses;
 - (ii) of reasonable and proper rent for premises demised or let by any member of the Association or of its governing body;
 - (iii) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its governing body 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.
- (d) No member of the Executive Committee or member of the governing body of the Association shall be appointed to be any salaried officer or to any office paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Executive Committee or member of its governing body.
- (e) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the governing body of the Association in return for any services actually rendered to the Association.
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (c) and (e) above.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed to the member of the Association but shall be given or transferred to other institutions which have charitable objects similar to the objects of the Association and which prohibit the distribution of its or their income and property by way of dividend or otherwise amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the member of the Association at or before the time of the dissolution or in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
8. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same 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 Association contracted before the time at which he ceases to be a member of the Association, and of the costs, charges and expenses of winding up the Association, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of \$100 Hong Kong Dollars.
9. True accounts shall be kept of the sums of money received and expended by the Association and matters in respect of which such receipt and expenditures can take place and of the property and other assets and liabilities of the Association, which accounts subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the members of the Association. Once at least in every year the accounts of the Association shall be examined and the correctness of the statement of financial position ascertained by one or more properly authorized auditor of the Association.
10. Any addition, alteration or amendment of this Memorandum or the Articles of Association shall be approved by a Special Resolution (as defined in the Articles of Association of the Association) passed by the members of the Association present and entitled to vote at a meeting of the Association, provided that such amendment shall have been previously approved by the Executive Committee.
11. The Association shall condemn the use of performance enhancing drugs and doping practices in sports and support the Anti-Doping Rules of the Sports Federation & Olympic Committee of Hong Kong, China and the Hong Kong Anti-Doping Committee and adopts them wholly as the Association's Anti-Doping Policy.
12. The Association shall comply with the constitution and regulations of the International Cycling Union ("the UCI") and all decisions taken in accordance therewith. There shall also be incorporated herein the regulations of the UCI and in the event of any divergence between the Association's Memorandum and Articles of Association and the UCI's constitution and regulations, the UCI's constitution and regulations shall prevail.
13. The Association shall manage the internal affairs with total independence and ensure that no third party interferes in the operations of the Association. The Association must remain autonomous and resist all political, religious and financial pressure which may infringe their commitment to abide by the constitution of the UCI.
14. The Association must maintain an independent electoral or internal appointment system and in particular the Association shall not allow governments and other public authorities to appoint members of the governing bodies.
15. The Association 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 several persons whose names, addresses and descriptions are given below, wish to form a company in pursuance of the Memorandum of Association:-

Name, Address and Description of Founder Members
[Name] LEUNG Hung Tak (梁鴻德) [Address] [Occupation] Insurance Agent
[Name] TSANG Kwong Chiu Kevin (曾廣釗) [Address] [Occupation] Director of Investment Company
[Name] SHING Sau Ping Semeul (成秀萍) [Address] [Occupation] Communications & Marketing
[Name] WONG Yiu Wah (黃耀華) [Address] [Occupation] Technician
[Name] MA King Cheung Medes (馬敬將) [Address] [Occupation] Financial Director
[Name] HON Kevin (韓尚志) [Address] [Occupation] Barrister
[Name] CHAN Pak Cheung (陳百祥) [Address] [Occupation] Retired
[Name] LEUNG Chi Yin (梁志賢) [Address] [Occupation] Cycling Consultant
[Name] CHAN Chi Keung (陳志強) [Address] [Occupation] Merchant
[Name] NG Kwok Wah (吳國華) [Address] [Occupation] Policeman
[Name] CHAN Tat Keung (陳達強) [Address] [Occupation] Policeman
[Name] CHAN Tat Wing (陳達榮) [Address] [Occupation] Merchant
[Name] LAU On Chuen (劉安泉) [Address] [Occupation] Merchant

[Name] LAW Wing Sum (羅永森)
[Address]
[Occupation] Merchant

[Name] CHENG Fu Chi (鄭富慈)
[Address]
[Occupation] Campsite Officer

[Name] LEUNG Kin Keung (梁健強)
[Address]
[Occupation] Retired

Dated the 28th day of February, 2014.

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE CYCLING ASSOCIATION OF HONG KONG, CHINA LIMITED

中國香港單車總會有限公司

PRELIMINARY

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS	MEANINGS
“Affiliated Club Members”	bodies incorporated or unincorporated organisations admitted as members of the Association with voting rights pursuant to these Articles.
“Annual General Meeting”	the annual General Meeting of the Association.
“Chairperson”	Chairperson of the Association under Article 12 of these Articles.
“Full Members”	persons admitted as members of the Association with voting rights pursuant to Article 7 of these Articles.
“Honorary Secretary General”	any person(s) appointed to perform the duties of the secretary of the Association.
“Honorary Treasurer”	any person(s) appointed to perform the duties of Treasurer of the Association.
“in writing”	written, or produced in any visible substitute for writing, or partly one and partly another.
“Individual Membes”	persons admitted as members of the Association with no voting rights pursuant to Article 7 of these Articles.
“Members”	the members of the Association unless the context otherwise requires.
“Provisional Club Members”	bodies incorporated or unincorporated organizations admitted as members of the Association with no voting rights pursuant to Article 7 of these presents.
“Special Resolution”	a resolution passed by not less than 75% of the total votes casted by such Members entitled to vote at the general meeting.
“the Association”	The Cycling Association of Hong Kong, China Limited 中國香港單車總會有限公司.

- “the Executive Committee” the Executive Committee of the Association comprised of Officers and Committee Members having the authority and obligations as set out in these Articles and any reference to the Committee in these Articles shall be construed (where applicable) as including a reference to any properly constituted Sub-Committee appointed by the Executive Committee.
- “the Office” the Registered Office of the Association.
- “the Ordinance” the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.
- “these Articles” These Articles of Association of the Association.
- (a) Words importing the singular number only shall include the plural number and vice versa.
- (b) Words importing the masculine gender only shall include the feminine gender.
- (c) Words importing persons shall include corporations.
- (d) The headings contained in these Articles are intended for ease of reference only and shall not affect the construction or interpretation of these Articles.
- (e) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, instant messaging, email, and/or other modes of representing or reproducing words in a visible form.
- (f) Unless the Context otherwise requires, words or expressions contained in these presents shall bear the same meanings as in the Ordinance or any statutory modification thereof in force at the date at which these articles become binding on the Association.
- (g) When any provision of the Ordinance is referred to, the reference is to such provision as modified by any Ordinance for the time being in force. Unless the context otherwise requires, expression defined in the Ordinance or any statutory modification thereof in force at the date which these regulations become binding on the Association shall have the meanings so defined.

OBJECTS

2. The Association is established for the objects expressed in the Memorandum of Association.

MEMBERSHIP

3. For the purposes of registration, the number of Members is declared to be 3,000 but the Executive Committee may by resolution from time to time register an increase of Members and, in accordance with the Ordinance, give notice of the increase to the Registrar of Companies within 15 days after the increase was resolved on or took place.
4. The founder members subscribers to the Memorandum of Association and these Articles, such persons or organisations, societies, associations or other bodies incorporated or unincorporated who are Members with voting rights at general meetings of the unincorporated body known as “Hong Kong Cycling Association” shall be admitted to membership as such Full Members or Affiliated Group Members and such persons or organisations, societies, associations or other bodies incorporated or unincorporated as the Executive Committee shall admit to membership pending completion of all formalities in accordance with the provisions hereinafter contained shall become Members and their names shall thereafter be entered in the Register of Members accordingly.

5. Every application for membership shall be made in writing signed by the applicant in such form as the Executive Committee shall from time to time prescribe or approve, and the Executive Committee shall have an absolute discretion to accept or reject any application without giving any reason therefor and to decide in which class of membership an applicant is to be admitted.
6. The privileges of a Member shall not be transferable or transmissible and shall cease on his death.
7. The classes of Members and the qualifications, restrictions and conditions applicable to each class shall be as follows:-
 - (a) There shall be the following classes of Members, namely:
 - (i) **Full Member 全費會員**
These shall comprise natural persons who have demonstrated a continuous interest in cycling and a desire to promote the sport of cycling.
 - (ii) **Individual Member 個人會員**
These shall comprise natural persons who have demonstrated an interest in cycling.
 - (iii) **Affiliated Club Member 屬會會員**
These shall comprise organisations, societies, associations or other bodies incorporated or unincorporated which are interested in the sport of cycling and the promotion of such sport.
 - (iv) **Provisional Club Member 暫准屬會會員**
These shall comprise organizations, societies, associations or other bodies incorporated or unincorporated which are provisionally accepted as members for the time being.
 - (b) The Executive Committee shall have absolute discretion in accepting or refusing anyone for membership and in the event of the refusal shall not be required to give any reasons thereof.
 - (c) The Executive Committee shall have the power hereinafter contained by serving a written notice to terminate the membership of any Member who fails to abide by the Memorandum of the Association and these Articles.
 - (d) Any Member may resign from the Association at any time by a written notification to the Executive Committee to that effect.
 - (e) Every Full Member, Individual Member, Affiliated Club Member and Provisional Club Member shall pay an annual subscription to be prescribed by the Executive Committee, except that in the case of a new Member his first subscription shall be payable upon his application for membership.
 - (f) For every Full and Affiliated Club Member, the application for membership must be submitted to the Honorary Secretary General of the Association within three months from 1st day of April, being the start of the annual membership period.
 - (g) If an application for membership is refused, the first subscription shall be returned to the applicant.
 - (h) Individual Members shall be entitled to all the rights and privileges of membership, except that they shall not be entitled to receive notices of General Meeting, to vote at General Meetings or to take part in the election of or be qualified to be members of the Executive Committee.

(i) Each Affiliated Club Member shall be entitled to receive notices of General Meetings and shall have the right to nominate one or more representatives to attend general meetings according to the following basis:-

- (i) An Affiliated Club Member having up to ten members shall be entitled to nominate one representative;
- (ii) An Affiliated Club Member having more than ten but fewer than twenty members shall be entitled to nominate two representatives;
- (iii) An Affiliated Club Member having more than twenty members shall be entitled to nominate three representatives.

Irrespective of the number of representatives that an Affiliated Club Member is entitled to nominate to attend general meetings, each Affiliated Club Member shall have only one vote at a general meeting. Affiliated Club Members shall not be qualified to be members of the Executive Committee but shall be entitled to vote in the election of members of the Executive Committee.

(j) Individual Member and Provisional Club Members shall not be members for the purposes of the Ordinance or Clause 8 of the Memorandum of Association and accordingly particulars in relation to them shall not be entered in the Register of Members but they shall (subject as aforesaid) be entitled to all the rights and privileges of membership, except that they shall not be entitled to vote at general meetings or to take part in the election of or be qualified to be a members of the Executive Committee.

(k) Membership of any class shall entitle Members of that class to such privileges, in addition to those conferred by these Articles, as the Executive Committee shall from time to time prescribe.

8. If any Member liable to payment of an annual subscription shall not have paid the same after 30th of June, being three months from the start of the annual membership period, he shall forthwith cease on that date to be entitled to any of the rights and privileges of membership and shall forthwith cease to be a Member of the Association and his name shall automatically be removed from the Registrar of Members. Nothing herein shall prevent a person from re-applying for membership in the Association notwithstanding that his name shall have been removed from the Register of Members.

9. A Member shall cease to be a Member and his name shall be removed from the Register of Members accordingly under the following circumstances:-

- (a) if by notice in writing to the Association he resigns his membership.
- (b) if his membership is terminated in accordance with these Articles.
- (c) if he is expelled from the Association by the Executive Committee under its powers in that behalf hereinafter contained.

10. A person ceasing for any reason to be a Member shall not be entitled to a refund in whole or in part of any annual subscriptions or other moneys already paid by him to the Association and he shall remain liable for payment of all annual subscriptions or other moneys due by him to the Association at the date on which he ceased to be a Member.

PRESIDENTS AND OFFICERS

11. The President and the Vice-President(s) shall be elected once every four years at Annual General Meetings by the Full Members and the Affiliated Club Members (via their duly authorized representatives) upon nomination of the Executive Committee. Each shall serve for the period from the date of their election to the date of the Annual General Meeting to be held four years after the date of election, at which time they shall retire but shall be eligible for re-election. The first President and the Vice-Presidents shall be appointed by the founder members to the Memorandum of Association and these Articles by way of a memorandum in writing.
12. (a) The Officers shall consist of:
- (i) one Chairperson (主席)
 - (ii) two Vice-Chairperson (副主席)
 - (iii) one Honorary Secretary General (義務秘書長)
 - (iv) one Honorary Treasurer (義務司庫)

which shall be elected once every four years at the Annual General Meeting. Vacancies arising at other times shall be filled by co-option by the Executive Committee. The first Officers shall be appointed by the founder members to the Memorandum of Association and these Articles by way of a memorandum in writing. Officers shall be elected from the Full Members and shall serve for the period from the date of their election or co-option to the date of the Annual General Meeting to be held four years after the date of election at which they shall retire but shall be eligible for re-election. For the avoidance of doubt, there shall be no maximum number of terms that an officer can serve.

- (b) The Chairperson shall chair all Executive Committee meeting and shall represent the Association in dealings with outside bodies. In the event of his/her absence, one of the Vice-chairperson(s) shall preside the meeting.
- (c) The Honorary Secretary General shall be responsible for all the correspondence of the Association and shall keep records or minutes of all meetings.
- (d) The Honorary Treasurer shall be responsible for managing the Association's funds and shall present a financial report at the Annual General Meeting. This report shall be audited by the auditors elected yearly in general meeting.

EXECUTIVE COMMITTEE

13. There shall be a Executive Committee for the management of the affairs of the Association. The first Executive Committee shall be appointed by the founder members to the Memorandum of Association and these Articles by way of a memorandum in writing.
14. The Executive Committee shall consist of the Officers and at least two but not more than thirteen Full Members elected once every four years at the Annual General Meeting. Vacancies occurring at any time shall be filled by co-opting Full Members. Co-opted member(s) of the Executive Committee shall remain in office until the Annual General Meeting at which the remaining Executive Committee members shall retire, but shall be eligible for re-election.
15. The Executive Committee shall be responsible for organizing the scientific and social programme and transacting all business of the Association in pursuance of its objects.

POWERS OF THE EXECUTIVE COMMITTEE

16. The Executive Committee shall be responsible for organizing and transacting all business of the Association in pursuance of its objects.
17. The Executive Committee shall manage the business and affairs of the Association, exercise all the powers of the Association and do all such acts as may be exercised or done by the Association, except only such of them as under Ordinance or regulations and the Memorandum and Articles of Association of this Association are expressly directed to be exercised or done by the Association in general meeting but no regulation made by the Association in general meeting shall invalidate any act of the Executive Committee.
18. The Executive Committee may from time to time make rules and by-laws for the conduct of the business of the Association, the conduct of General Meetings, of their own meetings, and the appointment, constitution and conduct of meetings of committees, or any other matters affecting the affairs of the Association or the rights privileges or duties of members and may alter and rescind any rules or by-laws so made, provided that
 - (a) no rule or by-law so made shall be inconsistent with or involve an alteration or amendment of or addition to these presents 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 Association in general meeting, and
 - (b) any rule or by-law so made may be set aside by the members in general meeting by a Special Resolution but pending such revocation shall be binding and of full effect.
19. The Executive Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof.
20. The Executive Committee may from time to time appoint any Full Member to fill a vacancy (whether casual or arising from a failure to elect sufficient Executive Committee members at an Annual General Meeting or as an addition to the existing members of the Executive Committee) but so that the total number of Executive Committee members shall not at any time exceed the number fixed in accordance with these Articles. Any Full Member so appointed shall hold office only until the Annual General Meeting to be held four years after date of election of the Executive Committee and shall then be eligible for re-election.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

21. (a) The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as they think fit.
- (b) The Honorary Secretary General on the requisition of any four or more Officer(s) and/or Executive Committee members shall at any time summon a meeting of the Executive Committee by giving not less than seven days' notice in writing specifying the Agenda thereof to all the Executive Committee members for the time being save that it shall not be necessary to give notice of a meeting of the Executive 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.
22. The quorum necessary for the transaction of the business of the Executive Committee shall be 50% of the total Executive Committee members for the time being personally present.
23. The Chairperson shall preside at all meetings of the Executive Committee.
24. Questions arising at any meeting shall be decided by a majority on a show of hands and in the case of any equality of votes the chairperson of the meeting shall have a second or casting vote.
25. The continuing Executive Committee may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of the Executive Committee, the

continuing Executive Committee may act for the purpose of filling vacancies or of convening a general meeting, but for no other purpose.

26. A member of the Executive Committee may not receive any salary or remuneration but he shall be indemnified out of the funds of the Association in respect of travelling and other expenses properly incurred in and about the affairs of the Association.
27. The Executive Committee shall cause proper minutes to be made and books provided for the purpose:-
 - (a) of all appointments of committees made by the Executive Committee.
 - (b) of the names of the Executive Committee members present at each meeting of the Executive Committee and of any committee thereof.
 - (c) of all resolutions and proceedings at all meetings of the Association and of the Executive Committee and of committees of the Executive Committee.
28. The office of a member of the Executive Committee shall ipso facto be vacated if:-
 - (a) for any reason he ceases to be a Full Member;
 - (b) he becomes bankrupt or suspends payment or compounds with his creditors;
 - (c) he is convicted of any criminal offence, other than a driving offence, involving imprisonment for a period of six weeks or upwards;
 - (d) he is found or becomes of unsound mind;
 - (e) by notice in writing to the Association he resigns his office in accordance with Section 157D(3)(a) of the predecessor Ordinance or Section 464(5) of the Ordinance.; or
 - (f) he becomes prohibited from being an Executive Committee Member or a director by reason of any order made under Part IVA of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law.
 - (g) he is directly or indirectly interested in any transaction, arrangement or contract with the Association and fails to declare the nature of his interest in manner required by Section 162 of the predecessor Ordinance or Section 536 of the Ordinance.
 - (h) he is removed from office by an Ordinary Resolution duly passed at a general meeting.
29. All acts done by any meeting of the Executive Committee or committee or by any person acting as a member of the Executive Committee or committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or was qualified to be member of the Executive Committee or committee.
30. A resolution in writing, signed or assented by facsimile or other form of visible or other electronic communication by not less than two-third of the Executive Committee members for the time being entitled to receive notice of a meeting of the Executive Committee members, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee members duly convened and held.

SUB-COMMITTEES

31. The Executive Committee may, from time to time, appoint such sub-committees as it considers necessary for securing the efficient discharge of its functions, and may delegate in writing to any such sub-committee any of its powers and duties provided that no delegation made hereunder

shall preclude the Executive 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 Executive Committee at any time. A sub-committee so appointed cannot be affiliated to any outside organization.

32. Each sub-committee shall be constituted and shall exercise such powers and authorities as the Executive Committee shall from time to time appoint, provided always that each sub-committee shall have a chairperson who is President or Vice-President or a member of the Executive Committee. No person shall be appointed a member of the sub-committee unless he is a Member and a member of the sub-committee shall vacate office if he ceases to be a Member.
33. Any casual vacancy occurring in the office of chairperson of a sub-committee shall be filled by appointment by the Chairperson or one of the Executive Committee members but the person so appointed shall be subject to the same conditions as to tenure of office as his predecessor.
34. Subject to Section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the chairperson 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 meeting and proceedings of each sub-committee shall be governed by the provisions of these presents relating to meeting and proceedings of the Executive Committee so far as the same may be capable of being made applicable thereto.

OTHER OFFICERS AND SERVANTS

35. The Executive Committee may from time to time appoint, employ and remove any officers, clerks, or servants either in an honorary capacity or at any salaries and wages respectively and with such respective powers and duties, or employment for such length of service and generally upon such terms as it thinks fit.
36. For the avoidance of doubts, no common seal shall be adopted by the Association.

GENERAL MEETINGS

37. Subject to section 107 of Schedule 11 to and section 611, 612 and 613 of the Ordinance, the Association shall in each year hold an Annual General Meeting in accordance with section 610 of the Ordinance in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. In no case shall more than fifteen months elapse between that date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.
38. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
39. The Executive Committee may, whenever it thinks fit, convene General Meeting. Notwithstanding the foregoing provisions of this Article, if the Member of the Executive Committee 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. If the Member of the Executive Committee do not call a General Meeting in accordance with section 567 of the Ordinance, the Members of the Association 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.

NOTICE OF GENERAL MEETINGS

40. (a) Subject to the provisions contained in Part 12 of the Ordinance, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one days notice in writing, and a meeting of the Association other than an Annual

General Meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen days notice in writing. The notice shall be exclusive of the day upon which it is served or deemed to be served and of the day which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Association. There shall appear on every such notice with reasonable prominence a statement that a Full Member and an Affiliated Club Member (represented by a duly authorized representative) having the right to vote is entitled to appoint a proxy to attend and vote instead of him under section 596(1) of the Ordinance and that a proxy must be a member of the Association under section 596(2) of the Ordinance.

- (b) The Honorary Secretary General shall, not less than 21 days prior to each Annual General Meeting at which Officers and members of the Executive Committee are to be elected, cause to be sent to each Full Member and Affiliated Club Member the following: -
- (i) a ballot paper in such form as the Executive Committee may prescribe bearing a statement as to the Officers and the number of vacancies to be filled and containing the names of the candidates for election as such Officers and members of the Executive Committee in alphabetical order of surnames, and with provision for the Full Member and Affiliated Club Member making use of the same to indicate the names of the candidates for whom he wishes to vote; and
 - (ii) an instrument appointing a proxy in the form as prescribed in these Articles and the number of vacancies to be filled and containing the names of the candidates for election as Officers and members of the Executive Committee in alphabetical order of surnames, and with provision for the Full Member and Affiliated Club Member making use of the same to indicate the names of the candidates for whom he wishes the person appointed as his proxy to vote.
- (c) A Full Member and Affiliated Club Member (represented by its duly authorized representative) may vote in the election of Officers and members of the Executive Committee: -
- (i) by post or by facsimile transmission or by email in accordance with Article 40 (d);
 - (ii) by proxy in accordance with Article 40 (e); or
 - (iii) in person in accordance with Article 40 (f).
- (d) A Full Member and Affiliated Club Member (represented by its duly authorized representative) 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 40(b)(i) those persons nominated as Officers and members of the Executive Committee for whom he wishes to vote and shall return the completed ballot paper to the scrutineers appointed by the Committee to be received by them not less than 72 hours before the General Meeting at which the election is to be held. No Full Member and Affiliated Club Member (represented by its duly authorized representative) shall indicate more names than there are vacancies for the relevant Office to be filled and in the event any Full Member and Affiliated Club Member (represented by its duly authorized representative) shall do so his ballot paper shall be invalid. A statement by the scrutineers to the effect that a duly completed ballot paper sent under these provisions has been received by the scrutineers in due time shall be conclusive evidence of such receipt.
- (e) A Full Member and Affiliated Club Member (represented by its duly authorized representative) who wishes to vote by proxy shall return a completed instrument of proxy to the scrutineers appointed by the Executive Committee to be received by them not less than 48 hours before the General Meeting at which the election is to be held. A statement by the scrutineers to the effect that a duly completed instrument of proxy sent under these provisions has been received by the scrutineers in due time shall be conclusive evidence of such receipt.

- (f) At any General Meeting at which Officers and members of the Executive Committee are to be appointed, each Full Member and Affiliated Club Member (represented by its duly authorized representative) shall be given a voting paper for use by him to vote in person. Each voting paper shall bear a statement as to the Officers and the number of vacancies to be filled and shall contain the names of the candidates for election as such Officers in alphabetical order of surnames. A Full Member or Affiliated Club Member (represented by its duly authorized representative) who wishes to vote in person or as proxy for another Full Member or Affiliated Club Member shall mark or otherwise indicate in the manner set forth on the voting paper those persons nominated whom he votes for as Officers in the election. No Full Member or Affiliated Club Member (represented by its duly authorized representative) 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 Full Member or Affiliated Club Member (represented by its duly authorized representative) shall do so his voting paper shall be invalid.
 - (g) A Full Member or Affiliated Club Member (represented by its duly authorized representative), may attend the General Meeting and vote in person in the election of Officers and members of the Executive Committee notwithstanding that he has returned a completed ballot paper or instrument of proxy to the scrutineers. The vote of a Full Member or Affiliated Club Member (represented by its duly authorized representative) who has returned a completed ballot paper in accordance with Article 40(b)(i) shall be countermanded if such Full Member or Affiliated Club Member (represented by its duly authorized representative) attends the relevant General Meeting and by a vote on behalf of that Full Member or Affiliated Club Member by a proxy appointed by him. The vote of proxy of a Full Member or Club Group Member who has returned a completed instrument of proxy in accordance with Article 40(e) shall be countermanded if such Full Member or Affiliated Club Member (represented by its duly authorized representative) attends the relevant General Meeting.
 - (h) At any General Meeting at which Officers are to be elected the ballot papers submitted in accordance with Article 40(b)(i) and the voting papers (together with all instruments of proxy relative thereto) complete in accordance with Article 40(f) shall be counted and checked by the scrutineers who shall prepare as soon as possible the result of the ballot showing the total number of votes cast for each candidate and shall hand the same to the chairperson 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 chairperson of the meeting.
41. The accidental omission to give notice of a meeting or (where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

42. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with the exception of:-
- (a) The consideration of the accounts, statement of financial position, reports of the Executive Committee and the auditors;
 - (b) The election of the President and Vice-President(s) in the place of the persons retiring from such positions;
 - (c) The election of Executive Committee members in the place of the retiring Executive Committee members;

- (d) The election of Officers of the Association in the place of the retiring Officers;
 - (e) The election of auditors;
 - (f) The fixing, or the determination of the method of fixing the remuneration of the auditors.
43. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Ten Full Members or one fifth of the total number of Full Members and Affiliated Club Members (via their duly authorized representative(s)) of the Association (whichever is less) present in person or by proxy and entitled to vote shall be a quorum, save as is otherwise provided in these Articles.
44. If within one hour from the time appointed for the meeting a quorum is not present, 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 Executive 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 half an hour from the time appointed for the meeting the Members present shall be a quorum.
45. The President or in his absence, one of the Vice-President(s) shall preside as chairperson at every general meeting of the Association. If however at any general meeting of the Association the President or Vice-Presidents shall not be present within half an hour after the time appointed for the holding of such meeting, the Members present at such meeting may select one of their members to be chairperson of the meeting.
46. The chairperson 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. 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.
47. 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 chairperson of the meeting or by at least two Members present in person and entitled to vote or any Full Member or Affiliated Club Member (via its duly authorized representative(s)) or members present in person or by proxy and representing at least 5% of the total voting rights of all the Full Members and Affiliated Club Members (via their duly authorized representative(s)) having the right to vote at the meeting, and unless a poll is so demanded a declaration by the chairperson 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 Association 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.
48. If a poll is duly demanded, it may be 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.
49. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the polls is demanded shall be entitled to a second or casting vote.
50. A poll demanded on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time within not more than 30 days as the chairperson of the meeting directs.

VOTES OF MEMBERS

51. Every Full Member and Affiliated Club Member (whether by post or by facsimile transmission or present by a duly nominated representative who must be a Full Member of the Association or by proxy or by email) shall have one vote and, save as is otherwise provided in these Articles every question shall be decided by a show of hands unless a poll is demanded.
52. A Full Member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in mental health may vote whether on a show of hands or on a poll, by his committee, guardian or other person in the nature of a committee or guardian appointed by that Court under the Mental Health Ordinance and any such committee, guardian or other person may, on a poll, vote by proxy.
53. No 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 him to the Association remain unpaid. For the purposes of this Article, subscriptions shall be deemed to be in arrears if unpaid by the 1st 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 Member has voted notwithstanding his disability under this Article.

PROXIES

54. (a) A Full Member wishing to vote by proxy may appoint only one person to act as such proxy and that person must be a Full Member of the Association.
- (b) An instrument appointing a proxy must be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow):

THE CYCLING ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港單車總會有限公司

I/We, [] of [] (Membership No. []) being a Full Member of the above Association, 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 Association 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 day of , 20[]

- (c) The instrument appointing a proxy must be returned to the scrutineers appointed by the Executive Committee to be received by them not less than forty-eight hours before the time of holding the meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.
- (d) An instrument appointing a proxy may be revoked by forwarding to the Honorary Secretary General not less than forty-eight hours before the time holding the meeting at which the person name in such instrument proposes to vote written notification of such revocation signed by the appointer.

DISCIPLINE

- 55. The Executive Committee shall have full power either by itself or through any committee to whom its power in that behalf may be delegated in writing to make rules and by-laws (subject to Article 18) for the good conduct of the Members and in relation to the Association's affairs and for the good conduct and discipline of all persons (whether Members or not) taking part in any of the activities of the Association or in any activities with which the Association may be associated.

ACCOUNTS

- 56. The Executive Committee shall keep accounting records that comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance with respect to:-
 - (a) all sums of moneys received and expended by the Association, and the matters in respect of which the receipt of expenditure takes place;
 - (b) all sales and purchases of the Association;
 - (c) the assets and liabilities of the Association. Proper accounting records shall not be deemed to be kept if there are not kept such accounting record as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions, and to follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and to adhere to all of this recommended practices.
- 57. Sufficient accounting record shall be kept at the Office or subject to the applicable statutory requirement at such other place or places as the Executive Committee may think fit, and shall be open to the inspection of Executive Committee members during usual office hours of the Association.
- 58. The Association in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by Members (other than Executive Committee members) of the accounts and books of the Association or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to inspection by Members at all reasonable times during normal business hours.
- 59. The Executive Committee shall, from time to time, in accordance with the applicable statutory requirements, including but not limited to, Sections 429, 431 & 610 and 383, 388-391 & 452(3) of the Ordinance, cause to be prepared and laid before the Association in Annual General Meetings such Reporting Documents for each accounting reference period as required by the applicable statutory requirements.
- 60. A copy of every statement of financial position (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Executive Committee's report and a copy of the auditors' report shall not less than twenty-one clear days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Association in the manner in which notices are hereinafter directed to be served provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

AUDITOR

61. Auditors shall be appointed and their duties regulated in accordance with, inter alia, Sections 373, 374, 377, 394-399 and 429 & 431 of the Ordinance.

NOTICES

62. A notice may be given by the Association to any Member either personally by sending it via email to him to his registered email address or by post to him to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in all cases on the day following that upon which such letter is so posted.
63. Notice of every general meeting shall be given in any manner hereinbefore authorised to :-
- (a) every Member except those who under the provisions of these Articles are not entitled thereto and those who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong or a fax number or email address for the giving of notice to them; and
 - (b) the auditors for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY

64. Every agent, auditor, secretary and officer of the Association (other than a member of the Executive Committee), subject to the provisions of Section 468 of the Ordinance, if any prosecution, action or suit at law be commenced against any member of the Executive Committee or any officer or agent of the Association for anything done by him or them in the proper or reasonable discharge of their duties, such person or persons shall be defended and indemnified by and at the costs of the Association from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Association may be applied for such purpose as may be directed by the Executive Committee from time to time, provided, however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

WINDING UP

65. (a) The Association may be dissolved by a Special Resolution of the Full Member and Affiliated Group Member (represented by its duly authorized representative) at a General Meeting or Extraordinary General Meetings convened for the purpose.
- (b) The provisions of Clauses 7 & 8 of the Memorandum of Association relating to the wind up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

ANTI-DOPING

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

DECLARATION OF INTEREST

67. An Executive Committee Member who is in any way, whether directly or indirectly, interested in any transaction, arrangement or contract (being a transaction arrangement or contract of significance in relation to the Association's operation) with the Association shall, if his interest in the transaction, arrangement or contract is material, declare the nature and extent of his interest at an Executive Committee meeting in accordance with Section 162 of the predecessor Ordinance or Section 536 of the Ordinance and shall not vote or be counted for quorum purposes in respect of any such transaction, arrangement or contract, and if he does so vote his vote shall not be counted. A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract. A general notice given to the Association that an Executive Committee Member is to be regarded as having an interest of the nature and to the extent as specified in the notice, in any transaction, arrangement or contract which may, after the date of the notice be entered into or made by the Association, shall be deemed to be a disclosure that the Executive Committee Member of the Association has an interest in any transaction, arrangement or contract of the nature and to the extent so specified.

Name, Address and Description of Founder Members

[Name] LEUNG Hung Tak (梁鴻德)

[Address]

[Occupation] Insurance Agent

[Name] TSANG Kwong Chiu Kevin (曾廣釗)

[Address]

[Occupation] Director of Investment Company

[Name] SHING Sau Ping Semeul (成秀萍)

[Address]

[Occupation] Communications & Marketing

[Name] WONG Yiu Wah (黃耀華)

[Address]

[Occupation] Technician

[Name] MA King Cheung Medes (馬敬將)

[Address]

[Occupation] Financial Director

[Name] HON Kevin (韓尚志)

[Address]

[Occupation] Barrister

[Name] CHAN Pak Cheung (陳百祥)

[Address]

[Occupation] Retired

[Name] LEUNG Chi Yin (梁志賢)

[Address]

[Occupation] Cycling Consultant

[Name] CHAN Chi Keung (陳志強)

[Address]

[Occupation] Merchant

[Name] NG Kwok Wah (吳國華)

[Address]

[Occupation] Policeman

[Name] CHAN Tat Keung (陳達強)

[Address]

[Occupation] Policeman

[Name] CHAN Tat Wing (陳達榮)

[Address]

[Occupation] Merchant

[Name] LAU On Chuen (劉安泉)

[Address]

[Occupation] Merchant

[Name] LAW Wing Sum (羅永森)
[Address]
[Occupation] Merchant

[Name] CHENG Fu Chi (鄭富慈)
[Address]
[Occupation] Campsite Officer

[Name] LEUNG Kin Keung (梁健強)
[Address]
[Occupation] Retired

Dated the 28th day of February, 2014.