

THE COMPANIES ORDINANCE (CAP. 622)

Company Limited by Guarantee and
Not Having a Share Capital

ARTICLES OF ASSOCIATION
OF
HONG KONG DANCESPORT ASSOCIATION LIMITED
(香港體育舞蹈總會有限公司)

(As adopted on the 30th day of October, 2021)

DEFINITIONS

In both Part A and Part B of the Articles of Association, unless there be something in the subject or context inconsistent therewith:-

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

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

“Association” means the company registered as “HONG KONG DANCESPORT ASSOCIATION LIMITED (香港體育舞蹈總會有限公司)(formerly known as HONG KONG DANCESPORT ASSOCIATION LIMITED (香港體育舞蹈聯盟有限公司)”.

“Auditor(s)” means the independent auditor(s) for the time being of the Association.

“Board” means the board of Directors for the time being.

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

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

“Directors” means the directors for the time being of the Association.

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

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

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

“in writing” means handwritten, typewritten, stencilled or printed or partly in one way and partly in another.

“Member” means a member of the Association.

“Members’ Meeting” means the Annual General Meeting or the General Meeting (as the case may be).

“month” means a calendar month.

“person” or “persons” means a natural person or persons only unless the context otherwise requires.

“Predecessor Companies Ordinance” means the predecessor Ordinance as defined in section 2(1) of the Companies Ordinance, including related subsidiary legislation.

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

“Registrar” means the Registrar of Companies appointed under Section 21(1) of the Companies Ordinance.

“Rules” means any rules, regulations and bye-laws of the Association as amended, supplemented or otherwise modified from time to time.

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

Words importing:

- (i) the singular number only shall include the plural and the converse shall also apply; and
- (ii) the masculine gender shall include the feminine and neuter genders.

PART A: MANDATORY ARTICLES

1. The name of the Association is "HONG KONG DANCESPORT ASSOCIATION LIMITED (香港體育舞蹈總會有限公司)".
2. The Registered Office is situated in Hong Kong.
3. The objects for which the Association is established are:-
 - (i) To promote, organize and arrange all kinds of activities in relation to dancesport.
 - (ii) To promote, hold, organize and sponsor dancesport competitions or performances.
 - (iii) To prepare and compile codes of practice for dancesport competitions.
 - (iv) To act as the co-ordinating body for competitors representing Hong Kong to participate in dancesport competitions held outside Hong Kong.
 - (v) To produce, promote, present, organize, arrange and provide public performances and exhibitions of artistic dancesport.

- (vi) To join or participate in recognised dancesport institutes, bodies, associations, clubs or societies, whether local or foreign.
- (vii) To hold, sponsor, or act as examiner, judge and referee in any dancesport competitions; and to assist, cooperate with, support and provide service or facilities to overseas dancing examiners to judge the dancesport skills of athletes in Hong Kong.
- (viii) To identify and train dancesport examiners, judges, referees, officials and athletes in Hong Kong.
- (ix) To afford to the Members all the usual privileges, advantages, conveniences and accommodation of an association.
- (x) To promote dancesport education by such means as the Association may think fit and in particular by the provision of scholarships or subsidies for students, the promotion of research and the provision of lectures, classes and libraries.
- (xi) To own by lease or otherwise, acquire, build, knock-down, develop, turn to account, hire, occupy, equip and operate any buildings, offices, concert halls, ballrooms, dance-halls, cinemas, theatres, exhibition rooms, galleries, broadcasting, television and film studios and any other land, building, premises or tenements of any kind in Hong Kong or elsewhere useful or convenient as places of direct or indirect, original or transmitted, filmed or recorded entertainment instruction, diversion, recreation, amusement, education, information, advertising or otherwise as the same may be deemed by the Association useful, convenient or likely to advance or benefit either directly or indirectly the interest of the Association or otherwise to further the objects of the Association in every way.
- (xii) To obtain, rent, hire, arrange and provide accommodation, boarding and lodging, travelling facilities, transportation and storage for persons engaged to perform, appear or assist at any activity organized by the Association and for any equipment, goods or chattels of any kind used or required by them and for that purpose to enter into arrangements, agreements and contracts of all kinds with hotel, boarding/lodging house and restaurant proprietors, transportation companies by land, sea or air, packing and storage companies, warehouses and any other person, firm or company providing facilities necessary or convenient for the objects of the Association.
- (xiii) To acquire by purchase or otherwise equipment, chattels and goods for the use of the Members as the Association may deem expedient or necessary to enable the Association to fulfil its objects and to sell or otherwise dispose of such equipment, chattels and goods as aforesaid.
- (xiv) To prepare, print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of the Association and the Members and others interested in the objects of the Association and to distribute

among the Members and others information and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.

- (xv) To promote and hold, either alone or in conjunction with any other corporation or association, club or person, competition, meeting, exhibition or performance of any kind with a view to furthering the Association's objects and the raising of money for the objects of the Association and to offer, give, contribute to and distribute prizes, awards and bonuses in connection therewith and to promote, give, hold or support dinners, balls, meetings and entertainments of all kinds for the purposes aforesaid.
- (xvi) To act on behalf of the Members in regard to advance bookings, sale of tickets at meeting and other gatherings and sporting events and for the reservation of accommodation at hotels and the like, and to carry out such similar duties as may generally be required from time to time and, in particular, in regard to any meetings whether the Association acts as promoters or joint promoters or otherwise.
- (xvii) To make known by way of advertisement or in any other way the objects of the Association or any analogous activities, courses or projects which it may desire to sponsor or support.
- (xviii) To purchase or otherwise acquire copyrights or other rights, licences or interests of all kinds whatsoever in or relating to literary, dramatic, theatrical, musical, cinematograph, choreographic and other works, sports and other events and subjects and matters of every description and (without limiting the generality of the foregoing) the rights to broadcast by sound, television and other electronic means and cause to be transmitted performances, works, scenes and events of every description and to make adaptations thereof.
- (xix) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like, conferring an exclusive or limited right to use, or any secret or other information as to any invention, which may seem capable of being used for the objects of the Association or the acquisition of which may seem calculated, directly or indirectly, to benefit the Association, and to use, exercise, develop or grant licences or concessions in respect of or otherwise turn to account the property, rights and information so acquired.
- (xx) To enter into arrangement with any government or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authorities all rights, concessions and privileges that may seem conducive to the Association's objects or any of them.
- (xxi) To enter into arrangement, whether reciprocal or otherwise for the supply of live or recorded programmes to programme contractors or other stations or websites elsewhere in the world and for the purchase, hire or acquisition under any other form of

commercial arrangement of programmes broadcast from stations or websites controlled by other programme contractors or other persons.

- (xxii) To buy, sell, manipulate and deal, either as principals or agents, both wholesale and retail, in produce, commodities, articles and things of all kinds which can conveniently be dealt with by the Association in connection with any of its objects.
- (xxiii) To print, publish, produce, distribute and sell or otherwise dispose of tickets, programmes, books, magazines, periodicals, music and other publications as well as broadcasting materials, films and videos whatsoever of all descriptions and to acquire protective copyright for things printed, published and produced as aforesaid.
- (xxiv) To establish, promote, maintain and manage any club, association, society or other organization for the purpose of or connected with the objects of the Association.
- (xxv) To canvass for and receive subscriptions and other contributions towards the cost of the activities of the Association and generally to raise money for the objects of the Association.
- (xxvi) To provide on such terms as the Association may deem expedient all or any of the management, secretarial, advertising, publicity, accountancy, personal and social facilities and services required or used in connection with their professional engagements by artistes and others engaged in musical, theatrical, film, radio, television, video entertainment or artistic activities.
- (xxvii) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of any other associations, clubs or societies whose objects are similar or in part similar to the objects of the Association or the establishment or promotion of which may be beneficial to the Association. Provided that no subscription be paid to any such other association, club or society out of funds of the Association, except bona fide in furtherance of the objects of the Association.
- (xxviii) To support and subscribe to any charitable or public body, and any institution, society or club which may be for the benefit of the Association or its officers, servants or employees, to give pensions, gratuities, bonus or charitable aid to any persons who may have served the Association or have been connected with the Association's activities, or to the wife, widow, children, siblings or other relatives of any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Association.
- (xxix) To invest and deal with the moneys of the Association not immediately required, upon such securities, shares, bonds, debentures and notes and in such manner as may from time to time be determined by the Association.
- (xxx) To raise money by subscription or other lawful means for the purpose of the above objects or any of them.
- (xxxi) To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise,

underlet, reassign, transfer or otherwise dispose of any lands, buildings, messuages, tenements, mortgages, debentures, bonds, shares or securities which are for the time being vested in or belonging to the Association upon such terms as the Association may deem fit.

(xxxii) Save as hereinbefore provided, to refrain from all and any commercial and business speculation and from interfering in or having any connection with unlawful activities in Hong Kong or elsewhere.

(xxxiii) To do all such other things as are incidental or conducive to the attainment of all or any of the objects set out above.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in "Part A: Mandatory Articles" of these Articles 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 Members.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer, servant or employee of the Association, or to any Member, in return for any service actually rendered to the Association, nor reasonable and proper rent for premises demised or let by any Member to the Association.

5. The liability of the Members is limited.
6. Every Member undertakes to contribute to the assets of the Association in the event of the same being wound up or dissolved during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceased to be a Member, and of the costs, charges and expenses of winding up or dissolving the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the sum of HK\$10.00.
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 among the Members, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the payment or 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 Association under or by virtue of article 4 of this Part A: Mandatory Articles of the Articles of Association above, such institution or institutions to be determined by the Members before the time of winding-up or dissolution of the Association, or in default thereof by such judge of the High Court of Hong Kong as may have or acquire

jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Association. At least once in every financial year, the financial statements of the Association shall be examined and the correctness of the statement of financial position ascertained by the Auditor.
9. The Association shall be a non-profit-making organization.

The founder members (formerly known as subscribers to the memorandum of association when registering the Association in October 1998) of the Association (the “**Founder Members**”) were as follows:

Names and Descriptions of the Founder Members	
(1) Au, Stanley (區紹鏞)	Retired Merchant
(2) Tam, Suk Yee, Ivy (譚淑儀)	Merchant
(3) Wong, Wai Yee (王慧儀)	Retired Teacher
(4) Yeung, Cheuk Fan (楊卓燦)	Civil Servant
(5) Cheng, Siu Fun (鄭少芬)	Marketing Assistant

PART B: OTHER ARTICLES

PRELIMINARY

1. These Articles of Association shall form part of the Rules.
The Association is committed to the fostering and implementation of good corporate governance practices and sound ethical culture and the strict compliance with the policies and procedures established or developed in the conduct of the business and activities of the Association and in the best interests of the Association and the Members as a whole so as to (i) suit the organization structure, resource capability and operational needs of the Association; and (ii) enhance the accountability of the Board as well as the committees and sub-committees of the Board.
2. The Association is established for the objects set out in “Part A: Mandatory Articles” of these Articles of Association.

MEMBERS

3.
 - (a) The number of Members shall be unlimited.
 - (b) The Founder Members and the existing members of Hong Kong Dancesport Association on the date of incorporation of the Association shall automatically be Members.
 - (c) After the date of incorporation of the Association, the Directors may at their absolute discretion admit such other persons or non-profit-making organizations to be Members on such terms as they may impose.
 - (d) The Board may from time to time determine the amount of the entrance fee payable on admission to membership of the Association and shall also determine the details and prescribe rules for the application for membership of the Association. The Board shall have power in its absolute discretion to approve, reject or defer consideration of such application. In the event of a refusal, the Board shall not be required to give any reason therefor. The eligibility of membership shall be reviewed from time to time by the Board.
 - (e) The Board shall be entitled to invite any other persons who, in the opinion of the Board, shall merit such invitation to become a non-voting Honorary Member on such terms as they may impose at their absolute discretion. Honorary Members are not liable for the contribution to the assets of the Association as provided in article 6 of Part A: Mandatory Articles of these Articles of Association.
 - (f) The Board may from time to time prescribe the amount of the annual fees payable by the Members.

(g) In addition to the Honorary Members mentioned in article 3(e) just above, the membership of the Association shall consist of:-

i. Associate Membership

Each of the following persons (who are Hong Kong permanent residents) aged thirty five or above shall be eligible to become Associate Member [AHKDSA]: judges, coaches, competitors (as defined in article 33 of Part B of the Articles of Association) or officials of the Association.

An Associate Member shall be entitled to enjoy all rights and shall bear all obligations of a Fellow Member save and except that an Associate Member shall not be entitled to vote in any Members' Meeting and nominate candidates for election as Directors.

ii. Fellow Membership

An individual who has been an Associate Member for at least ten years, has served the Association for at least five years and is recommended by at least ten Fellow Members may apply for Fellow Member [FHKDSA].

iii. Affiliate Membership

Each of the following non-profit-making organizations with at least two key officials (who are Hong Kong permanent residents having significant control over the organizations), who are registered coaches of the Association shall be eligible to become an Affiliate Member:

a/ non-profit-making dancesport company limited by guarantee and not having a share capital incorporated in Hong Kong under the Companies Ordinance or the Predecessor Companies Ordinance, interested in promoting dancesport; or

b/ non-profit-making dancesport club registered in Hong Kong in accordance with the Societies Ordinance, Chapter 151 of the Laws of Hong Kong, interested in promoting dancesport.

The two key officials who have significant control over the above non-profit-making organizations shall not be changed unless approved by the Board. An individual shall not be an official of two or more of such organizations. An Affiliate Member shall be entitled to enjoy all rights and shall bear all obligations of a Full Member save and except that an Affiliate Member shall not be entitled to vote in any Members' Meeting and nominate candidates for election as Directors.

iv. Full Membership

An Affiliate Member which has completed at least ten years' affiliate membership with the Association and has actively participated in the activities of the Association may apply for full membership.

- (h) Application for each class of membership shall be made in writing to the Board.

CESSATION AND EXPULSION OF MEMBERS

4. Any Member shall cease to be a Member:-
- (a) by delivering his resignation in writing to the address of the Registered Office;
 - (b) on his death or its commencement of winding up or dissolution;
 - (c) on being expelled in accordance with article 5 of this Part B of these Articles of Association;
 - (d) on having been a Member not in good standing for 6 consecutive months as defined in article 6 of this Part B of these Articles of Association;
 - (e) on his becoming of unsound mind or lunatic;
 - (f) on becoming bankrupt/insolvent, making any arrangement or composition with his creditors generally or having a receiver or any similar office appointed;
 - (g) on being convicted of any indictable offence; or
 - (h) on being removed by an ordinary resolution in any Members' Meeting.
5. (a) A Member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Association or who commits a breach of any provision of the Articles of Association may be expelled by a vote of a simple majority of all the Directors present at or participating by phone, electronic or other means in a meeting for considering the proposed expulsion.
- (b) The notice for expulsion shall be accompanied by a brief statement of reason for the proposed expulsion.
- (c) Any Member who is to be expelled shall be given an opportunity to be heard at the meeting of the Directors before the expulsion is put to vote.
- (d) Any Member who is expelled from the Association shall forthwith forfeit all rights, claims and interest arising from or associated with membership of the Association.
6. All Members are in good standing except a Member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by the Member to the Association and he is not in good standing so long as the fee, subscription or debt remains unpaid.

All subscriptions and/or fees for the ensuing season are payable before the date of convening Annual General Meeting, or when first affiliated. Any Members in arrears with annual subscriptions and/or fees for a period of six consecutive months shall automatically lose

membership. But the membership shall be reinstated upon the payment by former Members of all subscriptions and/or fees in arrears and the approval by the Board.

ANNUAL GENERAL MEETING AND GENERAL MEETINGS

7. Subject to the provisions of the Companies Ordinance, an Annual General Meeting shall be held once in every calendar year at such time at such place as may be determined by the Directors provided that it must be held within nine months after the financial year end date of the Association. The business to be conducted at the Annual General Meeting shall be:
 - (a) receiving of the report of the Directors covering the activities of the Association during the preceding financial year;
 - (b) consideration and adoption of the audited financial statements and receiving of the report of the Auditors;
 - (c) appointment/election of the Directors including office bearers;
 - (d) appointment of Auditors and fixing of their remuneration; and
 - (e) any other business of which notice in writing has been given by the Members having the right to attend and vote at the meeting to the Secretary not less than fourteen days prior to the date of the meeting.
8. All meetings of the Members other than the Annual General Meetings shall be called General Meetings.
9. A Members' Meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting should constitute presence of such meeting.
10. The Directors may, whenever they think fit, convene a General Meeting and General Meetings shall also be convened on the requisition of not less than five per cent of the total number of the Fellow Members and Full Members having the right to vote or by such requisitionists as provided under Sections 566 to 568 of the Companies Ordinance.
11. The Directors may, if considered reasonable and proper, postpone any Members' Meeting convened but not yet held or change the form thereof.

NOTICE OF ANNUAL GENERAL MEETING AND GENERAL MEETINGS

12. Subject to the provision(s) of Section 571 of the Companies Ordinance, at least 21 days'

notice in writing has to be given in case of the Annual General Meeting and in case of a General Meeting, at least 14 days' notice in writing has to be given. The notice shall be specifying the place, the day and the hour of the meeting and in the case of special business, the general nature of that business and shall be given to such persons as are, under the Rules, entitled to receive such notice from the Association. Provided that a Members' Meeting shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:

- (a) in the case of an Annual General Meeting, by all the Fellow Members and Full Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Fellow Members and Full Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Fellow Members and Full Members entitled to attend and vote at that meeting.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting, by any person or Member entitled to receive such notice from the Association shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT ANNUAL GENERAL MEETING AND GENERAL MEETINGS

14. Any business that is transacted at a General Meeting and all businesses that are transacted at an Annual General Meeting, with the exception of the consideration and adoption of the audited financial statements (including the statement of financial position), the receiving of the reports of the Directors and of the Auditors, the election of the Directors in place of those retiring, and the appointment, and the fixing of the remuneration, of the Auditors, shall be deemed special.
15. No business shall be transacted at any Members' Meeting unless a quorum of Fellow Members and Full Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 50 per cent of the total number of the Fellow Members and Full Members or twenty Fellow Members and Full Members (whichever is lesser) who shall be present personally, by corporate representative or by proxy shall be a quorum.
16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the Fellow Members and Full 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, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Fellow Members and Full Members

present personally, by corporate representative or by proxy shall be a quorum.

All Members are entitled to attend the Annual General Meeting but only Fellow Members and one nominated and duly accredited member (i.e. corporate representative) of each Full Member shall be entitled to vote thereat subject to article 6 of Part B of these Articles of Association.

Only a key official who has significant control over the Full Member shall become the nominated and duly accredited member of each Full Member.

17. The Chairman shall preside as chairman at every Members' Meeting.
18. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman of the Members' Meeting or has given notice to the Association of his intention not to be present, the Directors present shall choose one of them to preside at the meeting. If no Director is present within fifteen minutes after the time appointed for holding the same or is willing to chair the meeting, the Fellow Members and Full Members present in person, by corporate representative or by proxy shall choose one of their number to be the chairman.
19. The chairman of any Members' Meeting may, with the consent of any 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 ten 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.
20. At any Members' 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 at least two Fellow Members and/or Full Members present in person, by corporate representative or by proxy entitled to vote and, unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority, or lost, 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.
21. If a poll is duly demanded, it shall be taken in such manner as the chairman of the Members' Meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the Members' 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.
23. A poll demanded on the election of a chairman, or on a question of adjournment of the Members' Meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the Members' Meeting directs.

VOTES OF MEMBERS

24. Each of the Fellow Members and the Full Members entitled to vote shall have one vote. Every duly appointed proxy of the Fellow Members and the Full Members entitled to vote shall also have one vote.
25. A Fellow Member of unsound mind or being lunatic, or in respect of whom an order has been made by any court having jurisdiction in lunacy, shall have no vote.
A nominated and duly accredited Member of each Full Member of unsound mind or being lunatic, or in respect of whom an order has been made by any court having jurisdiction in lunacy, shall have no vote.
26. On a poll, votes may be given either personally, by corporate representative or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or, if the appointor is a corporation, either under the common seal, or under the hand of an officer or attorney so authorised. A proxy must be a Fellow Member or a nominated and duly accredited member of each Full Member, who can only be the proxy for one other Fellow Member or Full Member.
28. 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 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.
29. An instrument appointing a proxy may be in any form which the Directors approve.
30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

DIRECTORS

31. The number of Directors shall not be less than nine or more than twelve.
32. The first Directors of the Association shall be appointed by the Founder Members.

PRIVILEGE TO HOLD OFFICE

33. A Member (save and except a competitor) may hold elective office in the Association. A "competitor" is a person who enters a dance competition of whatsoever nature and wheresoever for the purposes of winning prizes.

NOMINATION AND ELECTION OF MEMBERS OF THE BOARD

34. The Board shall set up a Nomination Committee to supervise and scrutinize the election and shall carry out all that is necessary in connection therewith.
35. No person shall be eligible as a candidate for election to the Board at an Annual General Meeting unless he is a Fellow Member and/or a nominated and duly accredited member of a Full Member and has at least seven (7) clear days before the Annual General Meeting left at the address of the Registered Office a notice in writing under his hand signifying his intention of offering himself as a candidate for directorship of the Board, and if he is not a retiring member of the Board, unless he has been nominated in accordance with these Articles of Association.
36. The Directors, Fellow Members and Full Members may nominate candidates for election to the Board. Nominations must be in writing enclosed in sealed envelopes and addressed to the Secretary at the address of the Registered Office where nominations must be received at least seven (7) clear days prior to the Annual General Meeting at which the candidates are to be put up for election. Each candidate nominated for election, other than retiring members of the Board, must be seconded by two other Directors.
37. If the number of candidates eligible for election is equal to or less than the number of

vacancies to be filled, all such candidates shall be deemed to be elected. If the number of candidates eligible for election exceeds the number of vacancies to be filled, an election shall be conducted by ballot at the Annual General Meeting.

38. In the case of an equality of votes between/among the candidates in respect of the last remaining vacancy or vacancies, then as between/among those candidates, the successful candidate shall be determined by the chairman of the Annual General Meeting.
39. Newly elected members of the Board shall take office from the 1st day of January of the year following the Annual General Meeting when they are elected, and shall remain in office subject to the provisions of these Articles of Association.

REMUNERATION OF OFFICERS ETC.

40. The remuneration to be paid to the officers, servants and employees of the Association shall be such amounts as the Board may from time to time determine. A Director must not hold any salaried position of the Association.

DISQUALIFICATION OF DIRECTORS

41. The office of any Director shall be vacated if the Director: -
 - (a) without the consent of the Association in Members' Meetings, holds any other office of profit under the Association; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) is found lunatic or being of unsound mind; or
 - (d) becomes prohibited from being a Director by reason of any order made under the Companies Ordinance or if he is convicted of any indictable offence; or
 - (e) is removed by the Association from being a Director by an ordinary resolution in any Members' Meeting; or
 - (f) resigns his office by notice in writing to the Association given in accordance with Section 464 of the Companies Ordinance; or
 - (g) shall for more than 6 consecutive months has been absent without permission of the Directors from meetings of the Directors held during that period; or
 - (h) is directly or indirectly interested in any transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Association) with the Association and, if his interest in the transaction, arrangement or contract is material, fails to declare the nature and extent of his interest in the manner required by

the Companies Ordinance; or

- (i) passed away.

A Director shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising therefrom, and if he does so vote, his vote shall not be counted.

EXPULSION OF DIRECTORS

- 42. A majority of the Directors present at and participating in and voting at a meeting of the Board specially called to consider a complaint against any Director may, by resolution, expel and/or suspend from office of any Director whose conduct, in their opinion, is unworthy of a Director. The Directors may if they think fit delegate to a Disciplinary Committee consisting of not less than seven Directors the investigation into the conduct of the Director against whom a complaint has been made, but the Directors shall not be bound to act upon any recommendations given by such Disciplinary Committee.
- 43. The Directors shall inform any Director whose conduct is to be considered at least seven clear days before the day of the meeting of the Directors or the Disciplinary Committee (if any), which is to consider the complaint and advise the Director of the nature of the complaint. The Director against whose conduct a complaint has been made shall be entitled to attend such meeting himself or through his authorised representative for the purpose of only stating his reasons why action should not be taken against him; but he shall not be entitled to be present during the deliberations of the Directors at the meeting.

BORROWING POWERS

- 44. In order to carry out the objects of the Association, the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

POWERS AND DUTIES OF DIRECTORS

- 45. The business of the Association shall be managed by the Directors who may exercise all such powers of the Association, as are not provided by the Companies Ordinance or these Articles of Association, required to be exercised by the Association in a Members' Meeting, subject, nevertheless, to any regulation of these Articles of Association, the provisions of the Companies Ordinance and such Rules being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in a Members' Meeting, but no

regulation made by the Association in a Members' Meeting shall invalidate any prior act of the Directors, which would have been valid if that regulation had not been made.

46. The Directors shall cause minutes to be duly entered in the books provided for the purpose of:-
- (a) all appointments of officers made by the Directors;
 - (b) the names of the Directors present at or participating by phone, electronic or other means in each meeting of the Directors and of any committee of Directors (the "Committee"); and
 - (c) all resolutions, dissenting views and proceedings at all meetings of the Association, the Board and the Committees.

And every Director present at or participate by phone, electronic or other means in any meeting of Directors or the Committee shall sign his name in a book to be kept for that purpose.

RETIREMENT OF DIRECTORS

47. The term of office of any Director (save and except the Chairman) shall be one year and the relevant Directors shall retire from office at the next following Annual General Meeting but shall be eligible for re-election thereat.
48. The term of office of the Chairman shall be four years and the relevant Chairman shall retire from office at the conclusion of the fourth Annual General Meeting following his election but shall be eligible for re-election thereat.
49. Any casual vacancy occurring in the Board may be filled by the remaining Directors appointing someone among the Fellow Members, having regard to the Board's diversity (including various expertise required for effective governance and fair representation of the interests of the stakeholders of the Association as a whole) but the persons so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which that Director in whose place he is appointed was last elected a Director.
50. Without prejudice to articles 47, 48 and 49 just above, the Association may by an ordinary resolution in a Members' Meeting remove any Director before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Member in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

51. The Directors 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 simple majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
52. A Board meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting should constitute presence of such meeting.
53. At least five Directors (excluding the Chairman) may, and the Chairman on the requisition of such Directors shall, at any time summon a meeting of the Board.
54. Notice, agenda and discussion papers for a Board meeting must be sent to every Director at least three days before the meeting.
55. The quorum necessary for the transaction of the business of Directors shall be not less than half of the total number of the Directors for the time being.
56. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a Members' Meeting but for no other purpose.
57. The Chairman shall be the chairman of the meetings of the Directors or the Committees. If at any meeting the Chairman is not present within 30 minutes after the time appointed for holding the same or if he declines to preside at the meeting, the Directors present may choose one of their number to be chairman of the meeting.
58. A resolution determined on without any meeting of Directors but evidenced by writing under the hands of all the Directors, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors.
59. The Directors may delegate any of their powers to the Committees or sub-committees (which must report their discussions and resolutions to the Board in a timely manner) consisting of

such member or members of their body as they think fit, and sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

60. The Directors may appoint one or more advisors as and when required without payment of salary.

OFFICE BEARERS

61. A Board consisting of the following office bearers and not more than nine other Directors shall be elected at each Annual General Meeting:-
 - (a) One Chairman;
 - (b) One Treasurer; and
 - (c) One Secretary.

DUTIES OF OFFICE BEARERS

62. The Chairman shall act as chairman at all Members' Meetings and Board meetings. He shall initiate and plan all activities of the Association. He shall also represent the Association in its dealings with outside persons. He shall also be eligible for being elected as the President of the Association.
63. The Treasurer shall keep proper financial records of the Association.
64. The Secretary shall keep correct records of all matters, except financial, of the Association and shall deal with all the Association's correspondence. He shall keep minutes of all Members' Meetings and Board and Committee meetings. He shall co-ordinate the Association's activities according to plans and decisions made during all relevant meetings. He shall maintain an up-to-date register of membership of the Association.
65. The Directors shall assist in organizing the activities decided upon by the Board or as and when required by the Chairman.

PRESIDENT AND VICE PRESIDENTS

66. The President and the Vice Presidents of the Association shall be elected by the Board. The term of office of the President and the Vice Presidents shall be one year and all President and Vice Presidents shall retire from office at the conclusion of the next Annual General Meeting

but shall be eligible for re-election. The President and the Vice Presidents shall be responsible for the internal and external public relations affairs of the Association. The President and Vice Presidents shall be responsible for making financial contribution, at an amount specified by the Board, to the Association.

SEALS, CHEQUES ETC.

67. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of any two Directors or a Director and the Secretary and such Director(s) and the Secretary (as the case may be) shall sign every instrument to which the Seal is so affixed in their presence. All cheques, drafts or orders for payment shall be jointly signed by any two Directors designated by the Board.

ACCOUNTS

68. The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place; and the assets and liabilities of the Association provided that the books of account and financial statements shall not be deemed to be kept and prepared if they are not properly kept and prepared as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.
69. The books of account shall be kept at the Registered Office or subject to Section 374 of the Companies Ordinance at such other place or places as the Directors may think fit, and shall always be open to the inspection of the Directors.
70. The Board shall from time to time determine at what times and places and under what conditions or regulations the books of account, financial statements and other documents of the Association or any of them shall be open to the inspection of the Members not being the Directors, and no Member (not being a Director) shall have any right of inspecting any books of account, financial statements or other documents of the Association except as permitted by the Companies Ordinance or these Articles of Association or authorized by the Board or a resolution of the Association passed in a Members' Meeting.
71. The Board shall from time to time in accordance with Sections 429, 431 and 610 and Sections 383, 388 and 391 of the Companies Ordinance cause to be prepared and to be placed before the Association in the Annual General Meeting such duly audited income and expenditure accounts and statement of financial position made up to the 31st day of March

(or any other date to be determined by the Board reasonably and properly) in each year and signed by two Directors designated by the Board and the reports as are referred to in those sections.

72. A copy of the financial statements (including every document required by any applicable law to be annexed thereto) which is to be laid before the Association in the Annual General Meeting, together with a copy of each of the Director's report and the Auditor's report, shall, no less than three days before the date of the meeting, be available for inspection at the Registered Office at a fee, by all persons or Members entitled to receive notice of Members' Meetings.

AUDIT

73. Auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.

NOTICE

74. Unless otherwise required by the provisions of the Companies Ordinance, all books of account, financial statements and other documents kept by the Association and all notices given by the Association may be in either English language or Chinese language, or both.
75. A notice duly approved and signed by the Chairman may be given by the Association to any Member either by advertisement in the local press or personally or by sending it 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.
76. 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 at the expiration of twenty-four hours after the letter containing the same was posted.
77. A Member who has no registered address within Hong Kong and has supplied to the Association an address within Hong Kong for the giving of notices to him, shall be deemed to have received any notice which shall have been displayed at the Registered Office and shall have remained there for the space of twenty-four hours, and such notice shall be deemed to have been received by such Member at the expiration of twenty-four hours from the time when it shall have been so first displayed.

INDEMNITY

78. Subject to Section 468 of the Companies Ordinance, every officer or other servant and employee of the Association (other than a Director) shall be indemnified out of the funds and assets of the Association against all liabilities incurred by him in the proper and reasonable discharge of his duties as such officer, servant or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under Sections 903 and 904 of the Companies Ordinance, in which relief is granted to him by the court provided that none of the funds and assets of the Association shall be applied 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.
79. (A) A current or former Director may be indemnified out of the Association's funds and assets against any liability incurred by him to a person other than the Association or an associated company of the Association (the "Associated Company") in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or the Associated Company (as the case may be).
- (B) Paragraph (A) just above only applies if the indemnity does not cover:
- (a) any liability of the Director to pay:
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the Director:
 - (i) in defending criminal proceedings of which the Director is convicted;
 - (ii) in defending civil proceedings brought by the Association, or an Associated Company, in which judgment is given against the Director;
 - (iii) in defending civil proceedings brought on behalf of the Association by a Member or a member of an Associated Company in which judgment is given against the Director;
 - (iv) in defending civil proceedings brought on behalf of an Associated Company by a member of the Associated Company or by a member of an associated company of the Associated Company, in which judgment is given against the Director; or
 - (v) in connection with an application for relief under Section 903 or 904 of the Companies Ordinance, in which the Court refuses to grant the Director relief.
- (C) A reference in paragraph (B)(b) just above to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.

- (D) For the purpose of paragraph (C) just above, a conviction, judgment or refusal of relief:
 - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (E) For the purpose of paragraph (D)(b) just above, an appeal is disposed of if:
 - (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

80. Every Member shall indemnify and keep indemnified the Association against all liabilities, costs, claims, damages and loss caused to the Association or any third party arising out of his participation in any activity organized by the Association.

RULES

81. The Board shall have power from time to time to make such Rules for the furtherance of the objects for which the Association is established and for the proper conduct and management of the affairs of the Association as the Board may from time to time deem necessary, expedient or convenient, provided always that such Rules shall not be inconsistent with the Articles of Association. The Board may also by resolution revoke or alter the Rules at any time.

WINDING-UP

82. The provisions of article 7 of "Part A: Mandatory Articles" of the Articles of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in this Part B of the Articles of Association.

INDEPENDENT AUDITOR'S INSURANCE

83. (1) Only for the furtherance of the Association's objects but not otherwise, the Directors may decide to purchase and maintain insurance, at the expense of the Association, for an Auditor, or an independent auditor of an Associated Company against:
- (a) any liability to any person attaching to the independent auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of independent auditor in relation to the Association or any of the Associated Companies (as the case may be); or

- (b) any liability incurred by the independent auditor in defending any proceedings (whether civil or criminal) taken against the independent auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of independent auditor in relation to the Association or any of the Associated Companies (as the case may be).
- (2) In this article, a reference to the performance of the duties of an independent auditor includes the performance of the duties of an auditor specified in Sections 415(6)(a) and (b) of the Companies Ordinance.

RECORDS

84. The Board must cause the information of the Association to be adequately recorded for future reference as required by the Companies Ordinance.

MISCELLANEOUS

85. All matters not specially provided by the Articles of Association shall be left to the decision of the Board whose ruling shall be final and conclusive.
86. Any question as to the interpretation of the Articles of Association shall be left to the Board whose decision on any point shall be final and binding on all the persons affected.

ANTI-DOPING

87. The Anti-Doping Rules promulgated by The Sports Federation and 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 of Association and any person(s) (whether Members or not) taking part in any of the activities of the Association or in any activities with which the Association may be associated or affiliated, who act(s) in breach thereof, shall be subject to discipline as imposed by the Board as it deems fit and proper.

ANTI-CORRUPTION

88. Each of the Directors, members of the Committees and sub-committees of the Board, as well as the officers, staff and employees of the Association should enhance his integrity awareness and make himself familiarize with the spirit, code and legislation of the Prevention of Bribery Ordinance, Chapter 201 of the Laws of Hong Kong in relation to (i) anti-corruption; and (ii) non-acceptance from, and prohibition from offer to, persons or parties with whom they have official dealings, of advantage (other than token gifts) and entertainment. They

should also safeguard their core functions against the risks of nepotism and other malpractices.

The Board should from time to time make reference to and consider for adoption the appropriate recommended principles, standards and practices set out in, amongst others, the following of the “Best Practice Reference for Governance of National Sports Associations (“NSAs”)” issued by the Independent Commission Against Corruption of Hong Kong, namely

(i) Sample: Code of Conduct for NSA Board Members; and (ii) Sample: Code of Conduct for Employees of NSAs.