

THE COMPANIES ORDINANCE (Chapter 32)

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

MEMORANDUM OF ASSOCIATION

OF

HONG KONG FEDERATION OF ROLLER SPORTS LIMITED
香港滾軸運動總會有限公司

1. The name of the Company is “HONG KONG FEDERATION OF ROLLER SPORTS LIMITED 香港滾軸運動總會有限公司” (hereinafter called “the Federation”).
2. The Registered Office of the Federation will be situate in Hong Kong.
3. The Objects for which the Federation is established are:-
 - (a) To takeover the current unincorporated society called and known as “Hong Kong Federation of Roller Sports 香港滾軸運動總會” and thereafter by virtue of such takeover encourage, promote, control and regulate the roller sports activities in Hong Kong (hereinafter referred to as “Roller Sports”).
 - (b) To seek support for the improvements of provision of Roller Sports facilities to international standards.
 - (c) To encourage the use of proper Roller Sports facilities and events and to ensure the compliance with safety procedures at all times.
 - (d) To encourage the Hong Kong roller sportsmen’s participation in Hong Kong, regional and international Roller Sports competitions.
 - (e) To act, alone or with individuals or with other bodies, in the interests of sport and in particular of Roller Sports activities.
 - (f) From time to time to make, to rescind, add or amend by-laws and rules in furtherance of any of the Objects of the Federation which should not be inconsistent with the rules of the federations recognized as the International Federation of Roller Sports (1924) by the International Olympic Committee or federations recognized by the International Olympic Committee including but not limited to “Federation International De Roller Skating”, “Confederation of Asian Roller Skating” and Roller Sports.
 - (g) To institute and regulate Roller Sports competitions & championships in such events as the Federation may from time to time decide.
 - (h) To arrange for the holding of such other meetings and events as the Federation may from time to time deems desirable and expedient.
 - (i) To provide for the adequate representation of Hong Kong in Roller Sports at regional and world competitions.
 - (j) To decide from time to time for what events and upon what conditions national records shall be recognized, and to receive and adjudicate upon applications for recognition of record performances in such events.
 - (k) To suspend, disqualify, fine or otherwise deal with any affiliated organization which, or any officer or registered participant who, has transgressed against any matters regulated by the Federation or the by-laws or rules made by the Federation, or has practised, counselled or sanctioned any conduct arising out of or in connection with Roller Sports which conduct, is, in the collective opinion of the Executive Committee, unfair, unacceptable or damaging to the interests of Roller Sports.

- (l) To make representations to the Government of the Hong Kong Special Administrative Region and other authorities in relation to any matters affecting the interests of Roller Sports promotion.
 - (m) To impose upon and collect fees from affiliated organizations or registered participants, subscriptions, levies and other charges, and to borrow or raise money, with or without security, for the carrying-out of the Objects of the Federation and to own debentures, bonds, land, property and equipment.
 - (n) To exercise such statutory functions as may from time to time be entrusted to the Federation whether by Ordinance, Regulations or otherwise.
 - (o) To rent, purchase, take on lease or in exchange, hire, or otherwise acquire a suitable building or buildings or part or parts thereof in Hong Kong or elsewhere and any estate or interest in any rights connected therewith, to fit and furnish the same, or to make arrangements for such building or buildings or part or parts thereof to be properly fitted and furnished.
 - (p) To manage, maintain, improve, and develop all or any part of the property, land, building or buildings of the Federation and to operate or use in conjunction or co-ownership with others, lease, mortgage, underlet, exchange, surrender, sell, turn to account or otherwise deal with and dispose of the same or any part or parts thereof or interest therein, for such consideration and on such terms and conditions as the Federation may think fit.
 - (q) To turn to account any land acquired by the Federation or in which it is interested, and in particular by laying out and preparing the same for building purposes, erecting, constructing, altering, pulling down, demolishing, decorating, maintaining, keeping in repair, fitting up, and improving any buildings, for the purposes of the Federation and by paving, draining, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with developers, land investment companies, land mortgage companies, building estate companies, banks, financiers, building owners, tenants and others.
 - (r) To invest and deal with the moneys of the Federation not immediately required upon such securities and in such manner as may from time to time be determined.
 - (s) To engage in any activities in conjunction with other bodies or associations, within the limits of the Federation's Objects and to arrange reciprocal concessions and co-operation with other such bodies or associations.
 - (t) To apply for and obtain any local ordinance enactment or regulation or amendment of any existing ordinance enactment or regulation for the furtherance of any of the Objects of the Federation or for the purpose of ratifying or regularizing any act or acts done or not done by or on behalf of the Federation.
 - (u) To give guarantees and to give and receive undertakings.
 - (v) To arrange social and recreational activities for members of the profession and their guests.
 - (w) To establish, promote, or assist in establishing or promoting, mutual aid, benefit and insurance funds for the benefit of any members of the Federation or their dependants.
 - (x) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, and to obtain from such government or authority all rights, concessions and privileges which may seem conducive to the Federation's Objects or any of them and to endeavour to set out, extending or varying the Objects and power of the Federation, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Federation.
 - (y) To support or guarantee money for charitable or benevolent objects or any exhibition or for any useful object of a public or general nature or for any purpose which may further the Objects of the Federation or the interests of its members.
 - (z) To do all such other things as may be deemed incidental or conducive to the attainment of the above Objects or any of them.
4. The income, profits and property of the Federation whensoever derived shall be applied solely towards the promotion of the Objects of the Federation as set forth in its 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 Federation or any of them provided that nothing herein contained shall prevent the payment in good faith of remunerations to any officers or servants of the Federation or to any member thereof or any other person in return for services actually rendered.
 5. The liability of the members is limited.

6. Every member of the Federation undertakes to contribute to the assets of the Federation in the event of its being wound up while he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Federation contracted before he ceased to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding HK\$100.
7. If on the winding up or dissolution of the Federation there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Federation but shall be given or transferred to Affiliated Clubs having objects similar to the Objects of the Federation and shall prohibit the distribution of their income or profits or property amongst their members to an extent at least as great as is imposed on the Federation by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Federation before the time of dissolution or in default thereof by such Judge of the High Court of the Hong Kong Special Administrative Region as may have or may acquire jurisdiction in the matter, and in so far as effect cannot be given to the aforesaid provisions then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Federation, and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Federation. Once at least in every year the accounts of the Federation shall be examined and the correctness of the balance sheet ascertained by one or more authorised Auditor or Auditors.

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers
<p>Chau Shum Kit Yi 周岑潔怡</p> <p>Ng Kam Hung 吳錦雄</p> <p>Wong Hoi Chee 黃海志</p>

Dated the 3rd day of March 2004

WITNESS to the above signatures:

JENNY C.N. LAU
Solicitor, Hong Kong SAR
Rooms 2002-2009, 20th Floor,
Edinburgh Tower, The Landmark,
15 Queen's Road Central,
Hong Kong.

THE COMPANIES ORDINANCE (Chapter 32)

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

ARTICLES OF ASSOCIATION

OF

HONG KONG FEDERATION OF ROLLER SPORTS LIMITED
香港滾軸運動總會有限公司

PRELIMINARY

1. The regulations contained in Table C in the First Schedule to the Companies Ordinance (Chapter 32) shall not apply to the Federation.
2. In these Articles and in the By-Laws, unless there be something in the subject or context inconsistent therewith:-

<u>Words</u>	<u>Meaning</u>
Appeals Board	the appeals board formed pursuant to these Articles
the Articles	these Articles of the Federation and any amendments thereto from time to time in force
By-laws	By-laws made from time to time in accordance with articles 110-111 of these Articles by the Executive Committee
Chairman	the chairman of the Executive Committee elected pursuant to these Articles
Disciplinary Committee	the disciplinary committee formed pursuant to these Articles
Ex-Officio(s)	the person(s) holding the offices of President, Vice-President and all members of the Executive Committee
Executive Committee	members of the executive committee comprising the Officers and a minimum of 4 and up to a maximum of 6 other members elected to the executive committee pursuant to these Articles for the time being or (as the context may require) the majority of those members of the executive committee present voting at its meeting
the Federation	the above-named company registered as Hong Kong Federation of Roller Sports Limited 香港滾軸運動總會有限公司
Honorary Secretary	the secretary of the Executive Committee elected pursuant to these Articles
Honorary Treasurer	the treasurer of the Executive Committee elected pursuant to these Articles
Member	a member whose name is for the time being in the register of Members of the Federation kept pursuant to the Ordinance
the Memorandum	the Memorandum of Association of the Federation and any amendments thereto from time to time in force

Non-Voting Member	a Member who shall not have voting right at the general meeting of the Federation
the Office	means the registered office of the Federation for the time being
Officers	the persons holding the respective offices of Chairman, Vice-Chairman, Honorary Treasurer, Honorary Secretary and Technical Officer
the Ordinance	the Companies Ordinance (Chapter 32) as amended from time to time
President	the president of the Federation elected pursuant to these Articles
Secretary	the person appointed to perform the duties of the secretary of the Federation
Technical Officer	the technical officer of the Executive Committee elected pursuant to these Articles
Vice-Chairman	the vice-chairman of the Executive Committee elected pursuant to these Articles
Vice-President	the vice president of the Federation elected pursuant to these Articles
Voting Member	a Member who shall have voting right at the general meeting of the Federation

Words importing masculine gender shall include feminine gender and vice versa, unless the subject or context otherwise requires.

Words importing the singular number includes the plural number and vice versa.

Words importing persons shall include associations or corporations.

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 subject or context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Federation shall have the meanings so defined.

Wherever any provision of these Articles requires that a communication as between the Federation, its Ex-Officios or Members be effected in writing, the requirement may be satisfied by the communication being given in the form of an electronic record if the person to whom the communication is given consents to it being to him in that form.

Wherever any provision of these Articles requires that a meeting of the Federation, its Executive Committee or Voting Members be held, the requirement may be satisfied by the meeting being held by such lawful electronic means and in such manner as may be agreed by the Federation in general meeting.

3. The Federation is established for the purposes expressed in the Memorandum.
4. For the purpose of registration, the number of Members of the Federation is declared to be unlimited.

MEMBERSHIP

5. There shall be Voting and Non-voting Members as follows:-
 - (i) Voting Members
 - (a) Affiliated Clubs
 - (b) Ex-Officios
 - (ii) Non-voting Members
 - (a) Observer Clubs
 - (b) Coach Members
 - (c) Judge Members

- (d) Associated Members
- (e) the own members of Affiliated Clubs and Observer Clubs who have individually registered membership with the Federation

For avoidance of doubt,

- (i) Members shall include Ex-Officios only when reference in these Articles is made to the right of attending and voting at the general meetings of the Federation but not for other purposes in these Memorandum and Articles of Association; and
- (ii) Members shall include own members of Affiliated Clubs and Observer Clubs when reference is made to the right of participation in the activities of the Federation and the obligations, responsibilities and disciplinary regulations for observance as a Member of the Federation but not for other purposes in these Memorandum and Articles of Association.

whereas,

<u>Words</u>	<u>Meaning</u>
a Club	is a non-profit making organization organized as hereinafter provided
Affiliated Club	is a Member being a Club satisfying with the requirements of affiliated club as defined herein and in the By-laws from time to time in force
Observer Club	is a Member being a Club satisfying with the requirements of observer club as defined herein and in the By-laws from time to time in force
Associate Member	is an individual Member not registered with any Club
Judge Member	is an individual Member being a valid registered judge of the Federation
Coach Member	is an individual Member being a valid registered coach of the Federation

6. At the general meetings of the Federation:-

- (i) every Affiliated Club shall be entitled to appoint, in writing, up to two (2) representatives to attend and each of the representatives so appointed shall be entitled to one vote. The Affiliated Club shall notify the Federation in advance in the manner hereinafter provided if it shall vote at the meeting through its representative(s);
- (ii) every Ex-Officio shall be entitled to attend and have one vote each; and
- (iii) Non-voting Members shall have no voting rights but may apply in the manner hereinafter provided to the Executive Committee for approval to attend the meeting.

- 7. Every Member on joining the Federation impliedly undertakes to comply with these Articles and the By-laws, and any refusal or neglect to do or any conduct unworthy of a Member, shall render a Member liable to expulsion in accordance with the Articles and the By-laws.
- 8. No Club shall be admitted to membership unless it has satisfied the Federation that it is properly organized and functional in accordance with the Articles, By-laws and any other rules of the Federation.
- 9. For the purpose of membership, a Club should have at least fifteen individual members, of whom must include either a president and a vice-president or a chairman and a vice-chairman, a secretary, a treasurer and a Coach Member.
- 10. The subscribers to the Memorandum of the Federation and such other persons as the Executive Committee shall admit to membership shall be the Members of the Federation.
- 11. A Club must first apply to the Federation for admission to membership as an Observer Club.
- 12. An Observer Club after becoming a Member of the Federation continuously for at least two years may apply to the Executive Committee for conversion of status to an Affiliated Club.
- 13. An individual of age 18 or above, having passed coach training course held by the Federation, and accumulated practical training prescribed by the Executive Committee may apply for admission as a Coach Member.

14. An individual of age 18 or above, having passed judge training course organised by the Federation and completed all practical sessions prescribed by the Executive Committee may apply for admission as a Judge Member.
15. Any individual, not being a member of any Club, who is interested in Roller Sports activities may apply for admission as Associate Member.
16. The own members of an Affiliated or Observer Club must register with the Federation as Members through their own Clubs.
17. Each application for membership shall be made in writing in such form as the Executive Committee may from time to time prescribe.
18. The Executive Committee shall by at least two-third majority vote at its meeting sanction the application for admission to and conversion of class of membership of the Federation.
19. Each Member so admitted to the Federation shall be notified by the Executive Committee.
20. The Executive Committee may at its sole discretion, reject any application or annual renewal registration to a Member who does not comply with these Articles and the By-laws without giving any reason therefor.
21. The qualifications and characteristics of each such class of membership shall be determined from time to time by the Executive Committee, in its absolute discretion, so long as the same is consistent with the Memorandum and Articles of the Federation and the Ordinance.

REGISTER OF MEMBERS

22. The Secretary shall keep at the Office a book to be called the "Register of Members of Hong Kong Federation of Roller Sports Limited" which book shall contain the following particulars:-
 - (a) The name and address of each Member or other particulars as required by the Ordinance.
 - (b) The date of admission to membership of each Member and the date on which such Member ceased to be a Member.

MEMBERS' FEES AND RESPONSIBILITIES

23. Each Member, being a Club, shall pay to the Federation an entrance fee upon admission and shall be liable for a subscription fee annually. All Coach Members, Judge Members and Associated Members shall pay to the Federation a subscription annually. Such fees shall be decided, reviewed annually and revised by the Executive Committee as appropriate.
24. The annual subscription fees shall be paid between 1 April to 30 June inclusive each year. Any one failing to pay any annual fees by the 30 June shall be automatically deemed to have ceased to be a Member and shall have no right to attend any meeting of the Federation, and he, or being a Club its own members, shall have no right to take part in any activities organised by the Federation.
25. Any Member whose fees are in arrear must make good the outstanding subscription fees with any penalty imposed by the Federation from time to time before re-instatement of membership is considered. This shall then be decided at the discretion of the Executive Committee who has the right to decide whether or not to impose on such ex-Member the payment of new entrance fee or other terms for the purpose of re-instatement.
26. All Members who wish to compete in sanctioned events of the Federation must hold a valid registration card issued by the Federation.
27. Coach Members and Judge Members shall register annually and participate in the related seminars and training as stipulated by the Executive Committee from time to time.
28. The Federation shall not be liable for any acts, omissions, accidents and damages arising from any Member, their families or associates in any Roller Sports and associated activities organized by the Federation.
29. Members should arrange their own insurance cover.
30. All Members shall indemnify the Federation, officials, coaches, judges, the President, the Vice President, the Chairman, the Vice Chairman, members of any committees of the Federation and helpers against any claims for injuries, accidents or damages from Roller Sports and associated activities organized by the Federation.
31. No Member shall take part in any Roller Sports and associated activities other than those approved by the Executive Committee.
32. Any Member may withdraw membership from the Federation by giving notice in writing stating the effective date of withdrawal to the Executive Committee.

33. Affiliated and Observer Clubs must notify the Federation in writing within one month from the cessation of membership of any of their own members.
34. Any person who ceases to be a member of an Affiliated or Obersever Club shall automatically ceases to be a Member of the Federation.
35. The Federation shall not return any subscription fees, in whole or in part, paid by any Member upon cessation of his membership for any cause either by resignation or otherwise.
36. Any person who shall for any cause cease to be a Member shall nevertheless remain liable for and shall pay to the Federation all moneys which at the time of his ceasing to be a Member shall be due from him to the Federation.
37. The rights and privileges of a Member shall be personal to himself which shall not be transferable by his own act or by operation of law and shall cease upon his death or upon his ceasing for any cause to be a Member under the provision of these Articles.
38. The acceptance of membership of a Club or an individual by the Federation shall bind such Club or individual to abide by these Articles, the By-laws and rules made by the Federation from time to time and to accept and enforce all decisions of the Federation made in conforming therewith.

EXPULSION OF MEMBERSHIP

39. If it has been proved to the satisfaction of the Executive Committee that a Member has been guilty of a breach of any of these Articles or By-laws, or any rules that may be formulated by the Executive Committee from time to time in relation to any competitions or leagues, the Executive Committee shall have the power to order the name of Member, the offending player, official to be struck off from membership of the Federation, or to deal with the offence in any manner that the Executive Committee may think fit, and any Member with knowledge of such event, playing with or against the offending Member after such removal, or during such time of suspension, shall also be dealt with in such manner as the Executive Committee may think fit. No suspended Member, or Member suspended or removed from this Federation shall be eligible for membership of any other club or organization affiliated to this Federation without the special permission of the Executive Committee.

Such removal shall be effected by a resolution passed by at least three-fourth votes of all the members of the Executive Committee present at its meeting.

40. Any Member who commits the following and has once been declared by the Executive Committee will lose his membership status:-
 - (a) betting on any roller-skating activities;
 - (b) pawning, bargaining, selling or buying any winning prizes, badges, cups from other roller sportsmen; or
 - (c) his/her conduct calculates to violate the Articles, rules and By-laws of the Federation or affect its good image of Roller Sport.

GENERAL MEETINGS

41. Subject to the Ordinance, an annual general meeting shall be held once every calendar year and not more than 15 months shall elapse between the date of one annual general meeting and that of next, provided that the first annual general meeting shall be held within 18 months of the incorporation of the Federation, for the purposes of:
 - (a) transacting the following ordinary businesses:-
 - (i) receiving the report of the Executive Committee covering the activities of the Federation,
 - (ii) adopting the audited financial statements and the report of the auditors thereon;
 - (iii) electing Ex-Officio(s) in place of those retiring; and
 - (iv) appointment of auditors and the fixing of their remunerations,
 - (b) transacting special businesses of which due notice in writing have been given to the Honorary Secretary as hereinafter provided.

The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.

42. All general meetings of Members other than annual general meetings shall be called extraordinary general meetings. All businesses shall be deemed special that are transacted at an extraordinary general meeting.

43. The Executive Committee may, whenever it thinks fit, or as the circumstances may require, convene an extraordinary general meeting.
44. Extraordinary general meeting shall also be convened on the requisition of not less than one-twentieth of the total number of Affiliated Clubs in manner as hereinafter provided or as otherwise required by the Ordinance.
45. President and Vice-President acting jointly may convene general meetings solely for the purpose provided hereinafter.

NOTICE OF GENERAL MEETING

46. Subject to the Ordinance, annual general meeting and a meeting called for the passing of a special resolution shall be called by at the least twenty-one days' notice specifying the date, time, venue and general nature of the business and be given to all Voting Members and those person(s) who are under the regulations of the Federation entitled to receive such notice. Meetings called for passing ordinary resolution shall be called by at the least 14 days' notice.
47. The notice for convening an annual general meeting shall be accompanied by a copy of the audited balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Federation in general meeting together with a copy of the report each of the Executive Committee and of the auditors shall be sent to all Voting Members in accordance with the authority of the Executive Committee;
48. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Voting Member shall not invalidate the proceedings at that meeting.

VOTING AT GENERAL MEETINGS

49. Affiliated Clubs shall have the right to appoint up to two (2) voting representatives to attend and vote at the general meetings. Any Affiliated Club who wishes to attend and vote at a general meeting through its representative(s) must submit a letter signed by its president to the Federation at least 7 days before the general meeting notifying that the representative(s) named therein shall represent and vote for the Club at the meeting. If a substitute in place of the authorised representative is necessary, the president of the Affiliated Club must notify the Federation in writing at least 3 days before the general meeting of such change and the name of the representative so authorised.
50. The up to a maximum of two (2) appointed representatives from each of the Affiliated Clubs present at the general meetings and the Ex-Officios shall be entitled to one vote each.
51. No voting by proxy shall be permitted at the general meeting.

PROCEEDINGS AT GENERAL MEETINGS

52. The President, or in his absence, the Vice President, or failing him the Chairman, or in his absence the Vice-Chairman, shall preside as the chairman of a general meeting. If none of them is willing to act as chairman of the meeting or is not present within 15 minutes after the time appointed for holding the meeting, the other members of the Executive Committee present shall elect one of their numbers to be the chairman of the meeting. If at any meeting no member of the Executive Committee is willing to act as chairman of the meeting or is present within 15 minutes after the time appointed for holding the meeting, the representatives of the Affiliated Clubs present shall choose one of their numbers to be the chairman of the meeting. The chairman of the meeting shall have a second or casting vote in case of an equality of votes.
53. No business shall be transacted at any general meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business. Unless otherwise determined at general meeting, at least half number of the Affiliated Clubs for the time being attending by their representatives and at least half number of the Ex-Officios present shall form a quorum.
54. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting, if convened upon the requisition of Affiliated Clubs, shall be dissolved, in any other case, it shall stand adjourned within the next fourteen days to such date and at such time and place the Executive Committee may determine, for which all Voting Members or such person(s) entitled to attend the meeting under the Articles shall receive seven days' notice at the least of the adjourned meeting. If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the Voting Members present shall be a quorum.
55. The chairman of the 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, notice shall be given as in the case of an original meeting.

56. Subject to the Ordinance and the regulations herein provided, the Affiliated Club may propose motion(s) or other business to be considered at a general meeting by sending notice in writing (signed by the president of the Affiliated Club) to the Honorary Secretary. Upon receipt of notice, if properly made, the Honorary Secretary shall notify the proposed motion(s) to the Voting Members and such person(s) under these Articles entitled to receive notice of the general meeting PROVIDED THAT such proposed motion(s) can be properly dealt with at the meeting in accordance with these Articles and subject to the Ordinance.
57. Resolutions other than those hereinafter provided shall be determined by a simple majority of votes cast by those Voting Members present and vote. Resolutions for amendment to the Articles and other matters if so required by these Articles or by the Ordinance shall be determined by not less than three-fourth of votes cast by those Voting Members present and vote.
58. Voting at any general meeting for resolution put to the vote shall be by a show of hands, unless a secret ballot is requested by not less than one-third of the Voting Members present at the meeting at any time before declaration of result by the chairman of the meeting.
59. Any Observer Club through its representative(s), Coach Member, Judge Member and Associate Member who wishes to attend at the general meeting must apply to the Executive Committee at least 7 days before the general meeting by a letter signed by the Member, or by the president of the Observer Club, notifying that he, or the name(s) therein representing the Observer Club, will attend at the meeting. The Executive Committee must notify the Member in writing of its approval save that the Executive Committee reserves the right to approve or reject such application. If a substitute for the Observer Club is necessary, the president of the Observer Club must notify in writing the Executive Committee at least 3 days before the meeting.
60. All files, moneys and property of the Federation shall be transferred by the retired Officers to the Officers newly elected at the annual general meeting within 14 days thereafter.

NOMINATION AND RETIREMENT

61. Every candidate for election as an Ex-Officio shall be nominated by president/chairman of Affiliated Clubs or by any existing Ex-Officio. Nominations must be signed by the nominee, the nominator and a seconder who's being a Member of age 18 or above, and must be submitted to the Office prior to the despatch of notice of the general meeting at which it is considered.
62. The nominee must be of 21 years of age and being a Member or an existing Ex-Officio. The nominee must not be an amateur roller skater.
63. Once a member of an Affiliated or an Observer Club is elected as an Ex-Officio, he ceases to represent his Club with immediate effect.
64. Ex-Officios elected in a general meeting shall hold such office until the conclusion of the second next annual general meeting following the one in which they are elected.
65. The retiring Ex-Officios are eligible for nomination for re-election.
66. The Federation may from time to time in general meeting increase or reduce the number of members of Executive Committee, and may also determine in what rotation the Ex-Officios shall retire from office.
67. The first Ex-Officios shall be nominated by the subscribers to the Memorandum of Association or a majority of them.

HONORARY PRESIDENTS

68. Honorary Presidents include Life Honorary Presidents and Honorary Presidents. They may attend general meetings of the Federation but do not have voting right.
69. A person shall be nominated to any of such offices by a three-fourth majority vote of the Executive Committee at its meeting and confirmed in a general meeting. Nominations must be signed by the nominee and executed by the Executive Committee and be submitted to the Office prior to the despatch of notice of a general meeting at which it is considered.
70. An Honorary President shall hold such office until he resigns from the Federation or is redesignated as proposed by three-fourth majority vote of the Executive Committee at its meeting and confirmed in a general meeting.

EXECUTIVE COMMITTEE

71. The management of the affairs of the Federation shall be vested in the Executive Committee, who may pay all expenses incurred in setting up and registering the Federation and may exercise all such powers of the Federation as are not by the Ordinance, or by these Articles, required to be exercised by the Federation in general meeting, subject nevertheless to any regulation of these Articles, to the provisions of the Ordinance, and to such regulations (being not inconsistent with the aforesaid regulations or provisions), as may be prescribed by the Federation in general meeting; no regulations made by the Federation in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
72. The Executive Committee shall consist of the Officers and a minimum of 4 and up to a maximum of 6 other members and all of whom shall be elected at the annual general meeting. A person may not hold two Officer posts simultaneously. The President and Vice-President shall sit in the Executive Committee meeting by virtue of their offices held but not entitled to vote.
73. The Executive Committee shall carry out decisions made at general meetings.
74. All decisions arrived at during an Executive Committee meeting of which due notice has been given shall be binding on all Members to the extent as applicable.
75. Without limiting the generality of the foregoing, the Executive Committee may exercise all powers of the Federation to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Federation or of any third party.
76. The Executive Committee may appoint standing committee, working committee or such other committees as in its opinion is desirable.
77. The Executive Committee shall cause minutes to be made in books provided for the purpose:-
 - (i) of all appointments of any members of the Executive Committee made by the Executive Committee
 - (ii) of the name of the members of the Executive Committee present at each meeting of the Executive Committee and of any sub-committee of such Executive Committee.
 - (iii) of all resolutions and proceedings at all meetings of the Federation and of the Executive Committee and the annual general meetings and any extraordinary general meetings, and of sub-committees.

Such minutes shall be confirmed at the next appropriate meeting and if approved shall be signed by the chairman of such next meeting. Such signature of the chairman shall be conclusive evidence of the correctness of the minutes.
78. The Executive Committee shall have the power to appoint such other officers and employees of the Federation at such remuneration and upon such terms as they may deem fit and remove officers or employees so appointed.
79. The Executive Committee shall have the following authorities in addition to any power conferred elsewhere in these Articles:-
 - i. To make regulations and By-laws governing the administration of the Federation and the Members.
 - ii. The Executive Committee shall be empowered to affiliate the Federation with the governing Roller Sports bodies abroad upon such terms as it considers satisfactory.
 - iii. Among the business to be transacted by the Executive Committee at its meetings, the Executive Committee shall:-
 - (i) Consider and approve or reject the application or renewal of Clubs or sports organizations and individuals for membership;
 - (ii) Consider and approve or refuse reports of standing committees;
 - (iii) Consider and approve or reject the balance sheet and income and expenditure accounts of the Federation from time to time;
 - (iv) Consider and approve the annual report of the Federation for presentation at annual general meetings;
 - (v) Have powers to arrange any representative fixtures.
80. The Executive Committee shall have the power to carry out any lawful things as are in its view incidental or conducive to the attainment of the objects of the Federation or any of them.

81. The Executive Committee shall have the power and authority to determine and revise the amount of initial entrance fee, annual subscription and registration fees and such fees relating to membership and activities of the Federation from time to time. The Executive Committee shall have the power and authority to take such legal action as are necessary to enforce the due payment of the initial entrance fee and annual subscription on behalf of the Federation.
82. The Officer or a member of the Executive Committee shall be vacated, if he:-
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors; or
 - (b) becomes prohibited from being a member of the Executive Committee by reason of any disqualification order made under Part IVA of the Ordinance; or
 - (c) is found lunatic or becomes of unsound mind; or
 - (d) resigns his/her office by notice in writing to the Federation; or
 - (e) fails to attend consecutively three or more Executive Committee meeting per year without excusable reasons; or
 - (f) is directly or indirectly interested in any contract (with a contract of significance in relation to the Federation's affairs) with the Federation and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by Section 162 of the Ordinance; or
 - (g) ceases to be a Member of the Federation.
83. Subject to Clause 4 of the Memorandum of Association, a member of the Executive Committee shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote, his vote should not be counted.
84. So far as it is not expressly or implicitly prohibited by these Articles, the President and Vice-President may convene an extraordinary general meeting with at least 14 days' notice for the purpose of passing an ordinary resolution to resume such powers at any time to withdraw the Executive Committee or its member's powers empowered by these Articles, and to do such other things as are deemed conducive to the attainments of the objects of the Federation.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

85. The members of the Executive Committee shall meet regularly with the date of next meeting fixed at every meeting for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit and the Executive Committee shall summon such meeting by notice in writing at least 4 days in advance unless otherwise agreed among the members of the Executive Committee. Notice of meeting should be despatched to the Ex-Officios stating the date, time, venue and matters to be discussed at the meeting.
86. Unless otherwise agreed among the members of the Executive Committee, the quorum necessary for the transaction of any business in an Executive Committee meeting shall be 4 amongst which shall include at least 2 Officers.
87. The Executive Committee shall summon special meeting of the Executive Committee any time by notice in writing or by telephone communication upon receiving written request signed by the Chairman or the Vice-Chairman or by at least 3 members of the Executive Committee setting out the reason for such meeting.
88. The Chairman, or in his absence, the Vice-Chairman shall preside at all Executive Committee meetings. Should the Chairman and the Vice-Chairman both be absent for fifteen minutes after the appointed time for the meeting, the members of the Executive Committee present shall elect among themselves a chairman of the meeting. The chairman of a meeting shall be entitled to a second or casting vote in case of equality of votes.
89. In the event of vacancies occurring among the Executive Committee during the year, the Executive Committee shall have the power to choose among the Members to fill such vacancies to hold such posts for the remaining tenure of the member of the Executive Committee in whose place he is appointed.
90. In case the number of the members of the Executive Committee is reduced below the number fixed pursuant to these Articles as the necessary quorum of the Executive Committee meeting, the continuing member(s) of the Executive Committee may act for the purpose of increasing the number of members of the Executive Committee to that number, or for summoning a general meeting of the Federation for that but no other purpose.
91. Voting on all motions shall be by show of hands unless a secret ballot is demanded by not less than one-third of the members of the Executive Committee present at the meeting before the declaration of result by the chairman of the meeting. Motions shall be decided by a simple majority of votes of those members of the Executive Committee present and vote.
92. All Members may attend an Executive Committee meeting after giving written application to the Executive Committee and obtained written approval there from at least 4 days prior to the date of the meeting.

APPEALS BOARD

93. The Executive Committee, at its first meeting after each annual general meeting, shall appoint an Appeals Board consisting of five Ex-Officios. The quorum for meeting of the Appeals Board shall be three comprising at least one not being an Officer.
94. The Appeals Board shall hear cases of contradiction of the Federation's rules or misconduct on the part of any elected official or Member or working personnel of the Federation. Appeals shall be referred to the Appeals Board by the Executive Committee and its verdict shall be final and conclusive.
95. Appeals may be lodged against decisions of the Executive Committee or any committees of the Federation. In such cases the right of appeal is strictly confined to Affiliated Clubs only and members belonging to those clubs may appeal only through their Affiliated Clubs.
96. The Appeals Board, upon the consent of the Executive Committee, shall hear the appeal raised by the members belonging to the Affiliated Clubs and Observer Clubs who are not satisfied with the decision of their own club's executive committee.
97. An appeal in writing should be submitted to the Honorary Secretary within fourteen (14) days of the date of the decision against which it is wished to be appealed, setting out the grounds on which it is based, and must be accompanied by a deposit of HK\$500 or such other fees as prescribed by the Executive Committee. If the appeal is considered frivolous, the deposit may be forfeited.

DISCIPLINARY COMMITTEE

98. The Executive Committee, at its first meeting after each annual general meeting, shall appoint a Disciplinary Committee consisting of one Officer and any two members of the Executive Committee. All members of the Disciplinary Committee must be present to form a quorum of its meeting.
99. The Disciplinary Committee shall hear complaints of misconduct on the part of Affiliated Clubs or Observer Clubs and members of those clubs or Associate Members, including bad conduct, cases of violence, unreasonable disturbance or threatening of other club members or competitors, work personnel, judges, coaches, any committee member of the Federation or the Officers. The Disciplinary Committee will also investigate all charge of unsportsmanlike behavior which is referred to it.
100. The Disciplinary Committee, after investigation of each case, shall submit the completed written report to the Executive Committee for their final decision on the taking of disciplinary action against those violating any rules established by the Federation or being injurious to the character or interests of the Federation.

THE SEAL

101. The Executive Committee shall provide for the safe custody of the seal of the Federation which shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and every instrument to which the seal shall be affixed shall be signed by two Officers appointed by the Executive Committee for the purpose.

ACCOUNTS

102. The Executive Committee shall cause proper books of account to be kept with respect to:-
 - (i) All sums of money received and expended by the Federation and the manner in respect of which the receipt and expenditure takes place; and
 - (ii) The assets and liabilities of the Federation.
103. The funds of the Federation which are not required for current expenses may, on the direction of the Executive Committee, be deposited in a bank of banks or invested in such public stock. Government securities or other funds as the Executive Committee may deem fit.
104. In case debts are incurred, the debts will be settled by the general funds of the Federation. If the general funds of the Federation are insufficient to meet the debts, the deficient amount will be shared by the Members in manner provided in the Memorandum.
105. The books of account shall be kept by the Honorary Treasurer. All receipts shall be deposited in an account in the name of the Federation and all cheques thereon shall be signed by the authorised signatories and in the manner as determined by the Executive Committee from time to time.

106. The Honorary Treasurer shall present at Executive Committee meeting as demanded a report on the finances of the Federation and lay before the Executive Committee at its meeting before the Annual General Meeting an audited balance sheet as at 31st March and an income and expenditure account for the year ending on that date.
107. The Executive Committee shall from time to time in accordance with section 122 of the Ordinance, cause to be prepared and to be laid before the Federation in general meetings such income and expenditure accounts, balance sheets and reports as are referred to in that section.
108. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Federation in general meeting together with a copy of the auditor's report shall not less than twenty-one days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Federation.

AUDIT

109. Auditors shall be appointed and their duties regulated in accordance with sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

BY-LAWS

110. The Executive Committee shall have power from time to time to make such By-laws as may be necessary or desirable for the furtherance of the purposes for which the Federation is established; for regulating admission and renewal of membership in the Federation; for the regulation of the various standing committees; and for carrying out the affairs of the Federation; provided they be not repugnant to or inconsistent with the terms of those present.
111. The Executive Committee may, at any time, and from time to time, add to, revoke or alter any of the said By-laws except as provided in these presents. Execution of any amendment of By-laws shall require a passing of at least three-fourth majority votes of the members of the Executive Committee present and vote at the meeting at which it is considered. All changes in the By-laws shall be reported to the Members in writing.

WINDING UP

112. The Federation shall not be dissolved except with the consent of three-fourth of the Voting Members who are present and vote. The provisions of the Memorandum relating to the winding-up or dissolution of the Federation shall have effect and be observed as if the same were repeated in these Article.

SECRETARY

113. The Secretary shall be appointed or removed by the Executive Committee from time to time and remunerated as the Executive Committee may determine. The first Secretary of the Federation shall be Ms. Wat Suk Hing (屈淑卿).

NOTICES

114. A notice may be given by the Federation to any Member either personally or by sending it by post 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 the case of a notice of a meeting at the time at which the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
115. Notice of every general meeting shall be given in any manner hereinbefore authorized to-
 - (a) every Voting Member;
 - (b) every Honorary Presidents; and
 - (c) the auditors for the time being of the Federation.

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

INDEMNITY

116. Every Ex-Officio, agent, auditor, Secretary and other officer for the time being of the Federation shall be indemnified out of the assets of the Federation against any liability incurred by him in relation to the Federation in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application under section 358 of the Ordinance in which relief is granted to him by the court.

Names, Addresses and Descriptions of Subscribers
<p>Chau Shum Kit Yi 周岑潔怡</p> <p>Ng Kam Hung 吳錦雄</p> <p>Wong Hoi Chee 黃海志</p>

Dated the 3rd day of March 2004

WITNESS to the above signatures:

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