THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee
and Not Having a Share Capital

ARTICLES OF ASSOCIATION

OF

The Kendo Association of Hong Kong, China Limited
(中國香港劍道協會有限公司)

(As adopted by a special resolution passed on 21st November, 2021, as amended by a special resolution passed on 11th October, 2026)

Definitions

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

"Age Limit" means the age of seventy five (75) years.

"Annual General Meeting" means the annual general meeting of the Members.

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

"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.

"Company" means the company registered as "The Kendo Association of Hong Kong, China Limited (中國香港劍道協會有限公司)".

"Company Secretary" means the company secretary for the time being of the Company.

"Code of Governance" means the Code of Governance for National Sports Associations of Hong Kong, China issued by the Sports Federation & Olympic Committee of Hong Kong, China (and any guidance, reference materials and assessment tools issued thereunder), as amended, supplemented or otherwise modified from time to time.

"Executive Committee" means the executive committee for the time being of the Company.

"Executive Committee Member" means a member of the Executive Committee (including an officer thereof), who shall in all cases be, and be registered with the Registrar as, a "director" of the Company for the purpose of the Companies Ordinance, and who shall share the rights, duties, responsibilities and liabilities of a director and be subject to the Code of Governance and the Company's code of conduct accordingly.

"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.

"HKICPA" means the Hong Kong Institute of Certified Public Accountants.

"Hong Kong" means The Hong Kong Special Administrative Region of the Peoples' Republic of China.

"in writing" or "written" means handwritten, typewritten, stencilled or printed or partly in one way and partly in another.

"Member" means a member of the Company.

"Members' Meeting" means the Annual General Meeting or the General Meeting (as the case may be).

"month" means a calendar month.

"office" means the office for the time being of the Company.

'ordinary resolution" has the meaning ascribed thereto under the Companies Ordinance.

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

"predecessor Ordinance" has the meaning ascribed thereto under the Companies Ordinance.

"Registered Office" means the registered office for the time being of the Company.

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

"Relevant Person" means any of the following, whether or not acting in an official capacity: an Executive Committee Member; a Senate Member; a member of any committee or sub-committee of the Company; a full-time or part-time member of staff of the Company; and any athlete, coach, referee or Member of the Company.

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

"Seal" means the common seal for the time being of the Company.

"Secretariat" means the office, staff and employees of the Company responsible for its day-to-day administration and operations (also referred to as the "office"), as distinct from the Executive Committee.

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 Company is "The Kendo Association of Hong Kong, China Limited (中國香港劍道協會有限公司)".

2. The Registered Office shall be situated in Hong Kong.

3. The objects for which the Company is established are:-

(1) To stimulate, promote and safeguard the interest of Kendo, Iaido, Naginata and Jodo in Hong Kong.

(2) To acquire and take over the membership, association and/or affiliation of the then unincorporated body known as Hong Kong Kendo Association, and if necessary and applicable, to apply for and become a member, and form association or affiliation with International Kendo Federation, Amateur Sports Federation, Olympic Committee of Hong Kong, Hong Kong Sports Development Board and other establishments, institutions, organisations or association, and the like.

(3) To procure for the Company's recognition by all proper authorities and by the public as the official representative of the interest of all persons in Hong Kong relating to Kendo, Iaido, Naginata or Jodo activities.

(4) To organise or subscribe to and assist in the seminars, webinars, classes, training, exhibitions and rallies ("Seminars"), competitions and dan (grade) examinations of and relating to Kendo, Iaido, Naginata or Jodo activities in Hong Kong and in any other parts of the world.

(5) To participate in the Seminars organized by other Kendo, Iaido, Naginata or Jodo establishments, institutions, associations or organizations in Hong Kong or any other parts of the world, and all local and overseas Kendo, Iaido, Naginata or Jodo championships competitions, including but not limited to the World Kendo Championship.

(6) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the objects herein provided and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the objects of the Company and generally to manage, invest and expend all monies belonging to the Company.

(7) To purchase, take on lease or in exchange for, hire or otherwise acquire any real or personal property and any rights or privileges, which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(8) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

(9) To hire, employ and engage and from time to time if thought fit suspend, dismiss and replace with secretaries, treasurers, accountants, managers, trainers, tutors, instructors, clerks, servants, groundsmen, workers, employees, lawyers, auditors, surveyors or other professional or non-professional advisers or consultants and to pay them and others, in return for services rendered to the Company, fees, salaries, wages, allowances, disbursements, gratuities, pensions, emoluments or honoraria.

(10) To establish and support and to aid in the establishment and support of, any other association, or organisations, establishments and institutions formed or registered for all or any of the objects of the Company.

(11) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) of

the Company or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock, bonds, notes or other securities of any description.

(12) To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.

(13) To invest and deal with the moneys of the Company not immediately required for its objects in or upon such investments, securities or property (including land of any tenure) as may be thought fit, and to lend money to and guarantee the payment of money or the performance of the obligations of any company, firm or person.

(14) To take all necessary or proper steps with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operation for the purpose of directly or indirectly promoting the objects of the Company or effecting any modifications in the constitution of the Company, and to oppose any steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the objects of the Company.

(15) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

AND it is hereby declared that the word "company" in this article except where used in reference to the Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and wherever domiciled and further the intention is that the object specified in each paragraph of this article shall be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company and that in the event of any ambiguity, this article shall be construed in such a way as to widen and not to restrict the powers of the Company.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 or servant of the Company (other than an Executive Committee Member), or to any Member who is not an Executive Committee Member, in return for any service actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 12 per cent per annum or 2 per cent above the prime rate quoted by The Hongkong and Shanghai Banking Corporation Limited for HK$ loans, whichever is the lower on money lent or reasonable and proper rent for the premises demised or let by any Member to the Company. For the avoidance of doubt, any coaching fee, helper fee, organiser fee, examiner fee, referee fee or similar fee for services actually and reasonably rendered (for example, by helpers, officials, coaches, examiners or referees at competitions, examinations or events) may be paid to persons who are not Executive Committee Members, where the fee has been reasonably and properly approved by a sub-committee of the Executive Committee none of whom has any personal interest in the fee.

In accordance with the Code of Governance, no Executive Committee Member shall be appointed to any salaried office, or any office paid by fees, and that no remuneration, fee, salary, honorarium

or other benefit in money or money's worth shall be given by the Company to any Executive Committee Member, whether directly or indirectly and whether through a connected person, company or otherwise, except repayment of out-of-pocket expenses properly and actually incurred in the discharge of his duties as an Executive Committee Member. Any arrangement in existence on the date of adoption of this article that is inconsistent with this article shall cease with immediate effect.

5. The liability of the Members is limited.

6. Every Member undertakes to contribute to the assets of the Company, in the event of its being wound up or dissolved whilst he is a Member, or within one year after he ceased to be a Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of HK$10.00. For the purpose of this article, Honorary Members are not regarded as Members.

7. If upon the winding up or dissolution of the Company 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 Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of article 4 of this Part A above, such institution or institutions to be determined by the Members at or before the time of winding-up or dissolution of the Company and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object(s).

8. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Company; and shall be open to the inspection of the Executive Committee. Once at least in every year, the financial statements of the Company shall be examined and the correctness of the statement of financial position ascertained by one or more authorized auditor or auditors.

The founder members (formerly known as subscribers to the memorandum of association when registering the Company in March 1994) of the Company (the "Founder Members") were as follows:

Names and Descriptions of the Founder Members

DR. LAI CHEUCK SEEN, EDWARD (黎卓先)

Reader

MR. CHAN YING WO (陳應和)

Merchant

MISS EDA CHEN KAI FAN (陳開芬)

Cargo Administration Officer

MR. LAI FU YAN, WEINEN (黎富恩)

Merchant

MR. LAU WAI HUNG (劉偉雄)

Product Designer

PART B: OTHER ARTICLES

Preliminary and mission

1. The Company is established for the objects expressed in "Part A: Mandatory Articles" of these Articles of Association. These Articles of Association shall form part of the Rules.

   The Company 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 Company and in the best interests of the Company and the Members as a whole so as to (i) suit the organisational structure, resource capability and operational needs of the Company; and (ii) enhance the accountability of the Executive Committee as well as the committees and sub-committees of the Executive Committee.

   The Company shall endeavour to observe and comply with the Code of Governance and shall, where reasonably practicable, adopt the principles, standards and recommended practices set out therein. In the event of any inconsistency between these Articles of Association and the Code of Governance, the Executive Committee shall take reasonable steps to align the Company's practices with the Code of Governance.

   The Company shall likewise endeavour to observe and comply with, and hereby states its commitment to, the Olympic Charter, the Code of Ethics of the International Olympic Committee, the Articles of Association of the Sports Federation & Olympic Committee of Hong Kong, China, and the statutes, regulations and codes of the International Kendo Federation ("FIK") and the Asia Oceania Kendo Federation ("AOKF"), in each case as amended, supplemented or otherwise modified from time to time and to the extent applicable to the Company, and shall publicize this statement of commitment.

Members

2. The number of Members with which the Company proposed to be registered in March 1994 was one hundred, but the Executive Committee may from time to time register an increase of Members.

3. The Founder Members and such other persons as shall be admitted to membership of the Company in accordance with the provisions of this Part B of the Articles of Association shall be Members.

4. (1) Members shall be divided into the following categories:

   Ordinary Members

   Associate Members

   Dojo Members

   Honorary Members

(2) (a) Any person who:-

(i) is aged 18 years old or above;

(ii) is graded First Dan or above in Kendo as recognised by International Kendo Federation; and

(iii) has been residing in Hong Kong for not less than twelve (12) consecutive months prior to the date of his application

may apply for membership as an Ordinary Member of the Company. Every such application for membership shall be made in writing, signed by the candidate and recommended by an Ordinary Member and shall be in the form prescribed by the Company at the time of the application. The application for membership of any candidate shall be considered by the Executive Committee which may approve or reject the same giving brief reasons for any rejection, which reasons shall be recorded in the minutes of the Executive Committee and provided to the applicant upon his written request.

An Ordinary Member is entitled to receive notice of any Members' Meeting and to attend and vote thereat.

(b) Any person who fails to satisfy one or more of the qualifications of an Ordinary Member of the Company may apply for membership as an Associate Member of the Company. Every such application for membership shall be made in writing, signed by the candidate and recommended by an Ordinary Member and shall be in the form prescribed by the Company at the time of the application. The application for membership of any candidate shall be considered by the Executive Committee which may approve or reject the same giving brief reasons for any rejection, which reasons shall be recorded in the minutes of the Executive Committee and provided to the applicant upon his written request.

An Associate Member is entitled to receive notice of any Members' Meeting. However, an Associate Member is not entitled to attend and vote at any Members' Meeting.

(c) Notwithstanding paragraph (a) above, the Executive Committee may approve and admit any person who does not satisfy the qualification as set out in paragraph (a) above, as an Ordinary Member.

(d) Any Dojo (i) which is a legally constituted organisation either possessing a valid business registration certificate, or registered under the Societies Ordinance, Chapter 151 of the Laws of Hong Kong or incorporated or registered under the Companies Ordinance or the predecessor Ordinance; (ii) having not less than ten (10) members; (iii) of which one of the registered persons or directors must be an Ordinary Member of the Company; (iv) whose master possesses 5 Dan or above; and (v) of which the three most senior members possess at least 10 Dan in total, may apply for membership as a Dojo Member of the Company. Every such application for membership shall be made in writing, signed by the chairperson or such other authorised person or director of the candidate and recommended by an Ordinary Member and shall be in the form prescribed by the Company at the time of the application.

The application for membership of any candidate shall be considered by the Executive Committee which may approve or reject the same giving brief reasons for any rejection,

which reasons shall be recorded in the minutes of the Executive Committee and provided to the applicant upon his written request. Applicants failing to fulfil any of the above requirements must have approval from the Executive Committee to obtain dispensation.

A Dojo Member is not entitled to (i) receive notice of any Members' Meeting and (ii) attend and vote thereat.

(e) Each of the Ordinary Members and Associate Members shall pay an entrance fee, an annual fee and a monthly subscription fee. The Executive Committee may at its discretion from time to time to revise the entrance fee, the annual fee and the monthly subscription fee. The Executive Committee has the right to exempt any Ordinary Member or Associate Member from paying the entrance fee and/or the monthly subscription or a part thereof provided that the grounds for any such exemption are recorded in the minutes of the Executive Committee.

(f) Every Dojo Member shall pay a monthly tribute to the Company in such amount as may from time to time approved by the Executive Committee. The Executive Committee has the right to exempt any Dojo Member from paying the monthly tribute or a part thereof provided that the grounds for any such exemption are recorded in the minutes of the Executive Committee.

(3) Notwithstanding anything to the contrary herein contained, the Founder Members shall be the first Ordinary Members of the Company.

5. The Members shall have the duty to observe these Articles of Association and all the Rules for the time being in force and all resolutions of the Company and to pay or subscribe to the Company such other fees as from time to time determined by the Executive Committee at its absolute discretion, which the Company shall demand for from time to time.

6. Members changing their place of residence/correspondence address shall give due notice to the Secretary and furnish him with an address to which notices, financial statements and other documents sent by post or otherwise to such address (in default of notice of change of address) shall be considered as duly received by the respective Members.

7. The rights and privileges of a Member shall be personal to him; they shall not be transferable by his own act or operation of law and shall cease upon his death or its winding-up, resignation by notice in writing, revocation or ceasing from any cause to be a Member under the provision of these Articles of Association.

8. If any Members (whether Ordinary or Associate, individual or Dojo) or Honorary Officers (as described in article 28 of Part B of these Articles of Association below) violates these Articles of Association or Rules, endangers the property of the Company, or his conduct in or out of the Company premises shall, in the opinion of the Executive Committee, be injurious to the name or interests of the Company or be such as to render him unfit to be a Member, then the Executive Committee shall have full power, subject to the approval of the Senate of the Company under article 47 of Part B of these Articles below, to strike out his name from the register of Members upon giving brief reasons to the affected person and affording him a reasonable opportunity to be heard, and he shall ipso facto cease to be a Member. The Company shall not refund any entrance fee,

subscription or tribute, if any, to any Member who discontinues to be a Member either by death/winding-up, resignation, revocation or any other causes.

8A. (1) In any circumstances in which the Executive Committee may act under article 8 above, or where a complaint against a Member under article 81 of Part B of these Articles of Association below or an investigation into a Member's conduct is pending, the Executive Committee may, instead of or before striking out a Member's name, suspend the Member from membership or from any of the rights and privileges of membership (including participation in the activities of the Company) for a period not exceeding twelve (12) months, upon giving brief reasons to the affected person and affording him a reasonable opportunity to be heard. A suspended Member shall remain bound by these Articles of Association and the Rules, and shall not be entitled to any refund or abatement of any fee or subscription in respect of the period of suspension.

(2) Any person whose application for membership has been rejected, and any Member who has been suspended under this article or whose name has been struck out under article 8 above, may appeal against the decision to the Appeal Panel constituted under article 35D of Part B of these Articles of Association below by notice in writing delivered to the Company Secretary within fourteen (14) days after notice of the decision is given, stating the grounds of the appeal.

Annual General Meeting and General Meetings

9. 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 Executive Committee provided that it must be held within nine months after the financial year end date of the Company. The business to be conducted at the Annual General Meeting shall be:

(a) receiving of the report of the Executive Committee covering the activities of the Company during the preceding financial year;

(b) consideration and adoption of the audited financial statements for the preceding financial year;

(c) election of the Executive Committee Members including officers;

(d) appointment of independent auditors and fixing of their remuneration;

(e) election of members of the Senate of the Company; and

(f) any other business of which notice in writing has been given by the Members to the Company Secretary not less than fourteen days prior to the date of the meeting.

10. All meetings of the Members other than the Annual General Meetings shall be called General Meetings.

11. The Executive Committee may, whenever it thinks 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 Members having the right to vote or by such requisitionists as provided under Sections 566 to 568 of the Companies Ordinance.

11A. The Executive Committee 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 provisions 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 meeting of the Members other than an Annual 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 shall be given to such persons as are, under the regulations of the Company, entitled to receive such notice from the Company. Provided that a meeting of the Company 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 Members entitled to attend and vote thereat; and

    (b) in the case of any other meeting, by a majority in number of the 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 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 Member 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) and the reports of the Executive Committee and of the independent auditors, the election of the Executive Committee Members in place of those retiring, and the appointment, and the fixing of the remuneration, of the independent auditors, shall be deemed special.

15. No business shall be transacted at any Members' Meeting unless a quorum of Members who are entitled to vote thereat is present in person or by proxy throughout the meeting when the meeting proceeds to business, and such quorum shall consist of not less than thirty (30) per cent of the total number of the Ordinary Members present personally or by proxy.

15A. A Member's 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.

16. If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members who are entitled to vote at General Meetings, 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 30 minutes from the time appointed for the meeting, the Ordinary Members present personally or by proxy shall be a quorum.

17. The President of the Executive Committee shall preside as chairperson at every Members' Meeting. If the President shall not be present within 30 minutes after the time appointed for holding the meeting, shall be unwilling to take the chair or has given notice to the Company of his intention

not to attend the meeting, the Vice-President(s) shall elect from and among themselves one of them present to be the chairperson; or if none of them shall be present and willing to act as chairperson, then the Ordinary Members present shall choose any Executive Committee Member present to be the chairperson and if no Executive Committee Member shall be present or willing to take the chair, the Ordinary Members present shall elect one amongst them to be the chairperson.

18. The chairperson of any Members' Meeting may, with the consent of such meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for one month or more, notice of the adjourned meeting shall be given in the manner provided by articles 64 to 67 of Part B of these Articles of Association below. Save as aforesaid, it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.

19. At any Members' Meeting, a resolution put to 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 (i) the chairperson or (ii) at least five Ordinary Members present personally or by proxy or at least five (5) per cent of the total number of Ordinary Members present personally or by proxy, whichever is the lower, and entitled to vote and, unless a poll is demanded, a declaration by the chairperson 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 proceedings of the Company 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.

20. In case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or the poll is demanded shall be entitled to a second or casting vote.

Votes of Members

21. Every Ordinary Member shall have one vote at any Members' Meeting, subject to article 22 of Part B of these Articles of Association below. A Member who is not an Ordinary Member shall have no right to vote.

22. No Ordinary Member shall be entitled to vote at any Members' Meeting unless (a) all monies payable by him to the Company in his capacity as Ordinary Member which have been outstanding for more than one (1) month after falling due have been paid; and (b) he has held continuous, fully paid-up membership as Ordinary Member throughout the twelve (12) months immediately preceding the date of that Members' Meeting.

23. Votes may be given by any Ordinary Member either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy need not be a Member.

25. 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 or at such other place within Hong Kong as is specified for that purpose in the

notice convening the meeting not less than 24 hours before the time for holding the meeting or the adjourned meeting at which the person named in the instrument proposes to vote, failing which the instrument of proxy shall not be treated as valid.

26. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the Registered Office before the commencement of the meeting or the adjourned meeting at which the instrument of proxy is used.

Honorary Members and Officers

28. The Company may, by a resolution passed at a meeting of the Executive Committee, appoint such persons who, in the opinion of the Executive Committee, are worthy of such distinction by reason of their fame, position or other outstanding qualifications, or who have rendered distinguished services or special contribution to the Company, as Honorary Officers, namely Honorary Patrons, Honorary Presidents, Honorary Advisors and Honorary Members and such other Honorary Officers as the Executive Committee may from time to time at their discretion determine. Regulations regarding their appointment will be made by a meeting of the Executive Committee. They may be requested to attend all meetings of the Executive Committee and take part in the discussion but without any voting power. The term of office of Honorary Officers shall be the same as that of Executive Committee Members. An Honorary Officer is not entitled to (i) receive notice of any Members' Meeting and (ii) attend and vote thereat.

Executive Committee

29. The Executive Committee shall be the executive body of the Company and the number of Executive Committee Members shall not be less than five (5) but not more than twelve (12). The first Executive Committee Members were nominated in writing by a majority of the Founder Members.

30. The Executive Committee shall have one President, not more than four Vice-Presidents, one Secretary, one Treasurer and other officers.

30A. Only those Ordinary Members who have obtained 3 Dan or above in Kendo as recognised by International Kendo Federation can stand as candidates for the election of presidency of the Executive Committee.

30B. The Executive Committee should, as far as reasonably practicable, comprise a mix of membership having regard to diversity, experience, background and expertise. In particular, the Company shall endeavour to ensure that at least one Executive Committee Member possesses appropriate professional qualifications or related experience in the legal field, and at least one Executive Committee Member possesses appropriate professional qualifications or related experience in accounting or financial matters (which may be the same person if suitably qualified in both fields). Where no such person is elected, the Executive Committee may co-opt a suitably qualified person to the relevant functional committee in accordance with article 35B below.

30C. The roles and responsibilities of the officers of the Executive Committee shall be clearly defined and understood, and shall be exercised collectively and transparently. Without limiting the foregoing:

(a) the President shall provide leadership to the Executive Committee, chair its meetings and Members' Meetings, and act as the principal representative of the Company, but shall have no power to make any decision on behalf of the Company on his own;

(b) the Vice-President(s) shall assist the President and discharge such of the President's functions as may be delegated to them by resolution of the Executive Committee;

(c) the Secretary (also referred to as the Secretary General) shall be responsible for the proper keeping of records, minutes, notices and correspondence of the Executive Committee and for ensuring that proper governance procedures are followed;

(d) the Treasurer shall be responsible for overseeing the financial affairs and records of the Company and for reporting on them to the Executive Committee; and

(e) the other Executive Committee Members (being those who do not hold a named office) shall serve on the Executive Committee collectively, contribute to its deliberations and decision-making, assist in overseeing the governance, activities and affairs of the Company, and undertake such specific duties or responsibilities as the Executive Committee may from time to time assign to them;

(f) no officer shall have authority to approve any financial, accounting or expenditure matter on his own. Any approval of expenditure, payment, budget variation or accounting treatment must be made in accordance with these Articles of Association and reported to the full Executive Committee at its next meeting. All Executive Committee Members shall have full and timely access to the financial records, management accounts and supporting documents of the Company. The signing arrangements in articles 55 and 58 below shall apply to the execution of cheques and the operation of bank accounts.

31. (a) The President and other Executive Committee Members shall be elected at the Annual General Meeting by Ordinary Members of the Company and subject to article 33 of Part B of these Articles of Association below, he shall have the power to appoint Ordinary Members of the Company as Vice-President, Secretary, Treasurer and other officers of the Executive Committee as he thinks fit.

(b) The term of office of the President and other Executive Committee Members shall be three years.

(c) If the President shall resign from or vacate his office before his term expires, the Vice Presidents shall elect from and among themselves one of them to be the Acting President. The Acting President shall as soon as reasonably practicable but in any event within 21 days convene a General Meeting to be held within 28 days therefrom for the purpose of electing a new President for the residue of the term of office of that resigning or vacating President.

31A. Every person elected or appointed as an Executive Committee Member must, as a condition of holding office, consent to act as a director of the Company and be registered as such with the Registrar. Each Executive Committee Member shall provide all information and signed consents necessary to enable the Company to register him as a director with the Registrar within thirty (30)

days after his election or appointment. If any Executive Committee Member is not so registered as a director within thirty (30) days after his election or appointment (otherwise than by reason of administrative delay on the part of the Company or the Registrar), or refuses or fails to consent to act as a director, he shall automatically cease to be an Executive Committee Member and his office shall be vacated, and the vacancy may be filled in accordance with article 33 below.

31B. In accordance with the Code of Governance, and notwithstanding any other provision of these Articles of Association:

(a) no person may serve as an Executive Committee Member for more than four (4) consecutive terms or twelve (12) consecutive years (whichever is the shorter), nor hold the same office (such as President, Vice-President, Secretary or Treasurer) for more than four (4) consecutive terms or twelve (12) consecutive years (whichever is the shorter);

(b) no person may be elected or appointed as an Executive Committee Member if he has reached the Age Limit at the date of election or appointment. For the avoidance of doubt, a person may stand for and hold office before reaching the Age Limit, but must resign and shall automatically cease to hold office upon reaching the Age Limit;

(c) for the purpose of calculating consecutive terms and years under paragraph (a), only terms and years commencing on or after the date of adoption of this article shall be counted;

(d) a person who has reached a maximum tenure or the Age Limit under this article may not stand for re-election to the same office, save that the Company may, by special re-election conditions set up by the Executive Committee to ensure equal opportunity for all eligible persons, permit such a person to be re-elected;

(e) where an office is vacated by reason of this article, the Executive Committee may either appoint a substitute Executive Committee Member in accordance with article 33 below, or leave the office vacant until the next Annual General Meeting; and

(f) by way of transition, any person who, on the date of adoption of this article, is already an Executive Committee Member and who has then already reached the Age Limit may continue to hold office until the expiry of his current term of office, but shall not be eligible for re-election or re-appointment thereafter save in accordance with the special re-election conditions referred to in paragraph (d) above.

32. (a) Each nomination for the office of the President and other Executive Committee Members to be valid must be seconded by two Ordinary Members and signed by the candidate and shall be in such form as the Executive Committee shall prescribe.

(b) The retiring President of the Executive Committee shall be automatically eligible for re-election without nomination subject to article 31B and the absence of any nominee after the nomination period closes.

(c) All nomination forms must reach the Executive Committee or such sub-committee as the Executive Committee shall appoint for the purpose of election of the President of the Executive Committee at least seven (7) days before the time fixed for the Annual General Meeting at which the election shall take place.

(d) The candidate who shall have received the most votes for the office of the President shall be elected to such office.

(e) Candidates who shall have received the most votes will become the Executive Committee Members. The Executive Committee Members will elect the Vice President(s), Secretary, Treasurer and other officers themselves promptly after the conclusion of the Annual General Meeting.

(f) If two or more candidates receive an equal number of votes such that the result of an election under this article cannot be determined, a further ballot shall be held between the tied candidates, and if the votes remain equal the result shall be determined by the drawing of lots conducted by the chairman of the meeting.

33. If any Executive Committee Member vacates his office before his term expires, the President shall, having regard to the diversity of the Executive Committee, have power to appoint any Ordinary Member of the Company to fill up the vacancy of that vacating Executive Committee Member for the residue of the term of office of that vacating Executive Committee Member.

Powers and Duties of the Executive Committee

34. The general business of the Company including the properties and assets, whether real or personal, movable or immovable, as well as present or future, shall be managed by the Executive Committee which may pay all costs and expenses reasonably and properly incurred in setting up and registering the Company, and may exercise all such powers of the Company as are not provided by the Companies Ordinance, or by these Articles of Association, required to be exercised by the Company in Members' Meeting subject nevertheless to any provisions of these Articles of Association, the provisions of the Companies Ordinance and such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Company in Members' Meeting; but no regulation made by the Company in Members' Meeting shall invalidate any prior act of the Executive Committee, which would have been valid if that regulation had not been made. Without prejudice to the general powers conferred by these Articles of Association, it is hereby expressly declared that the Executive Committee shall have the power from time to time to hire, employ, engage, suspend, dismiss or replace secretaries, treasurers, accountants, managers, trainers, tutors, instructors, clerks, servants, groundsmen, workers, other employees, lawyers, auditors, surveyors or other professional or non-professional advisers or consultants of the Company, and to fix, vary and pay their fees, salaries, wages, allowances, disbursements, gratuities, pensions, emoluments or honoraria, such power to be exercised in accordance with article 34A below.

34A. In accordance with the Code of Governance:

(a) the hiring, appointment, remuneration, discipline and dismissal of employees and staff of the Company shall be decided not by any single person but by a Human Resources Committee of the Executive Committee comprising not fewer than three Executive Committee Members, whose membership shall rotate at least once every term of office so that responsibility for human resources matters does not rest permanently with one or two persons;

(b) the Executive Committee (the board of directors) shall be independent from the Secretariat (the office). Different persons, who are not related to one another, shall be appointed as President of the Executive Committee and as the person in charge of the Secretariat, and no person shall

simultaneously hold a paid staff position in the Secretariat and serve as an Executive Committee Member save as an ex-officio member where expressly permitted by the Executive Committee;

(c) no Executive Committee Member or member of the Human Resources Committee shall participate in any decision to hire, remunerate or dismiss any person in whom he has a personal interest, including any member of his own family, club, dojo or business. Any such interest must be declared and recorded, and the conflicted person must withdraw from the relevant decision; and

(d) all human resources decisions shall be documented and reported to the full Executive Committee.

35. The Executive Committee shall have power to set up a sub-committee or sub-committees to assist it in the carrying out of its duties. The establishment of any sub-committee or functional committee (including, without limitation, any Hong Kong Team Committee, Development Committee, Competition and Examination Committee, Referee Committee, Audit and Finance Committee or Human Resources Committee), and the appointment and removal of its chairperson and members, must be approved by a resolution of the entire Executive Committee passed by vote. All such appointments shall be made on merit, having regard to the relevant skills, expertise and eligibility required, and the process and results shall be documented and made available to the Executive Committee. No officer shall have power to determine, on his own, the chairperson or membership of any sub-committee or functional committee.

35A. The Executive Committee shall establish an Audit and Finance Committee, combining the audit and finance functions, which the Executive Committee may separate into an Audit Committee and a Finance Committee where resources permit, with written terms of reference approved by the Executive Committee. In the discharge of its audit function, the Committee shall oversee the financial reporting and audit processes of the Company independently, identify and report significant risks to the Executive Committee, recommend the appointment of the external auditor, and oversee the effectiveness of internal control and risk management. The chairperson of the Audit and Finance Committee shall be an Executive Committee Member who is neither the President nor the chairperson of any other functional committee, and at least one member of the Committee shall have relevant accounting, financial or risk management experience. In the discharge of its finance function, the Committee shall be responsible for financial planning and management, the establishment of financial strategy, budgeting, recommending financial policies, and reviewing income, expenditure and liquidity. Where the Company decides not to establish such a committee due to insufficient resources, the Executive Committee shall assign an Executive Committee Member (preferably with accounting or auditing expertise) to review the Company's budget and financial performance and report to the Executive Committee.

35B. Where the Company lacks members possessing the requisite skills or expertise for a functional committee, the Executive Committee may appoint suitable individuals as co-opt members to provide expertise. Co-opt members shall not have voting rights at the level of the Executive Committee; any voting rights of co-opt members at committee level shall be stipulated in the terms of reference of the relevant committee.

35C. No person may serve on more than three (3) functional committees or sub-committees of the Executive Committee at the same time, so as to avoid undue concentration of roles and to promote diversity of participation. Every person nominated or appointed to a functional committee or sub-committee shall, upon appointment and thereafter on a continuing basis, declare in writing any actual or potential conflict of interest, and such declaration shall be recorded in the minutes. A member of a functional committee or sub-committee must declare his interest in, and shall withdraw and refrain from participating in any discussion, decision or vote on, any matter in which he or a connected person has a personal interest. For this purpose, a "connected person" includes (without limitation), a person from the same club or dojo, the member's student or coach, and any member of his family or business.

35D. (1) The Executive Committee shall establish an Appeal Panel to hear and determine appeals against decisions of the Company. The Appeal Panel may be constituted as a standing panel with designated members, or convened on an ad hoc basis as and when required, as the Executive Committee may from time to time determine.

(2) Subject to the appeals policy referred to in paragraph (5) below, an appeal may be brought to the Appeal Panel against any decision of the Company affecting the rights, status or eligibility of any person, including (without limitation) any decision relating to: (a) the rejection of an application for membership, or the suspension, striking out or termination of membership; (b) the selection or non-selection of athletes; (c) the selection, appointment, registration or removal of coaches, referees and examiners; and (d) any determination made, or disciplinary or other action taken, under articles 8 or 8A of Part B of these Articles of Association above, or under article 81 below. Provided that no appeal shall lie against the assessment of technical or sporting merit, including the assessment of a candidate in any examination for the award of a grade or dan, or the decision of a referee in the course of a match; but an appeal may be brought on the ground that the applicable procedures, criteria or eligibility requirements were not observed, or on such other grounds as the appeals policy may provide.

(3) The establishment of the Appeal Panel, and the appointment and removal of its chairperson and members, must be approved by a resolution of the entire Executive Committee passed by vote. All such appointments shall be made on merit, having regard to the relevant skills, expertise and eligibility required, and the process and results shall be documented and made available to the Executive Committee. The Appeal Panel shall act independently of the Executive Committee in the hearing and determination of any appeal, and no Executive Committee Member shall improperly seek to influence its deliberations or its decision.

(4) More than half of the members of the Appeal Panel, including its chairperson, shall have had no involvement in the decision appealed against and shall have no interest in the matter. In the case of an appeal against a decision under article 8 or article 8A of Part B of these Articles of Association above, or under article 81 below, no person who took part in the making of that decision, including in the giving of any approval of the Senate under article 47 below, shall be a member of the Appeal Panel for that appeal.

(5) The Executive Committee shall adopt, maintain, review and publish an appeals policy, together with such terms of reference, procedures and schedules as it considers appropriate, consistent with the Code of Governance. The appeals policy shall provide, among other things, for:

eligibility and the grounds on which an appeal may be brought; the time limit for lodging an appeal; the channel and method for lodging an appeal; any fee and fee-waiver arrangement; the composition, size, quorum and powers of the Appeal Panel; the conduct of the hearing and the documents to be provided to the appellant; confidentiality; and the recording and communication of decisions.

(6) The Appeal Panel may confirm, vary or reverse the decision appealed against, or remit the matter for reconsideration by the body which made it. The decision of the Appeal Panel shall be final and binding on the Company and the appellant. Unless the Appeal Panel otherwise directs, the decision appealed against shall remain in effect pending the determination of the appeal.

(7) The Appeal Panel shall keep proper records of every appeal received, the proceedings taken and the decision made, and shall report to the Executive Committee on the appeals determined by it, without prejudice to the confidentiality of the proceedings.

36. The Executive Committee shall have power to make or alter any Rules subject to the provisions of the Companies Ordinance.

Disqualification of Executive Committee Members

37. The office of an Executive Committee Member shall be vacated if he:

(a) becomes bankrupt; or

(b) is found lunatic or becomes of unsound mind; or

(c) resigns his office by notice in writing to the Company; or

(d) becomes prohibited from being an Executive Committee Member by reason of any Court order made under the Companies Ordinance, or if he is convicted of any indictable offence; or

(e) is elected or appointed a member of the Senate of the Company; or

(f) is removed by an ordinary resolution of the Company in any Members' Meeting; or

(g) passed away; or

(h) without the written consent of the President, is absent from the meetings of the Executive Committee for six (6) consecutive months or fails to attend at least fifty percent (50%) of the meetings of the Executive Committee held in any calendar year; or

(i) is removed by a resolution passed at a meeting of the Executive Committee by three-quarters of the Executive Members present or participating; or

(j) fails to consent to act as, or to be registered as, a director of the Company within thirty (30) days after his election or appointment as required by article 31A above; or

(k) reaches the Age Limit, or exceeds the maximum tenure or length of term of office, as set out in article 31B above; or

(l) is removed for a breach of the Code of Conduct in accordance with article 81 below.

37A. Where a complaint has been made under article 81 below against an Executive Committee Member, or an investigation into his conduct is pending, the Executive Committee may, by a resolution

passed by not less than three-quarters of the other Executive Committee Members present and entitled to vote at a duly convened meeting of the Executive Committee, and after giving the Member concerned a reasonable opportunity to be heard, suspend that Member from office for a period not exceeding three (3) months, renewable once by a further such resolution. During the period of suspension the Member concerned shall not attend or vote at meetings of, or act on behalf of, the Executive Committee, but his office shall not be vacated by reason only of the suspension and he shall remain subject to the duties and liabilities of a director of the Company.

Proceedings of the Executive Committee

38. The Executive Committee shall hold its own meetings at least once every three months. Notice, agenda and discussion papers shall be sent to each Executive Committee Member at least three days before the Executive Committee Meeting. Save as otherwise provided in these Articles of Association, questions arising at any meeting of the Executive Committee shall be decided by a simple majority of votes of the Executive Committee Members present and voting, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

39. No business shall be transacted at any meeting of the Executive Committee unless a quorum is present at the time when the meeting proceeds to business. Not less than fifty percent (50%) of the Executive Committee Members present in person shall be a quorum.

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

40A. A meeting of the Executive Committee 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.

40B. Every Executive Committee Member who is in any way, directly or indirectly, interested in any transaction, arrangement, contract or other matter to be considered by the Executive Committee shall declare the nature and extent of his interest to the Executive Committee in accordance with the Companies Ordinance (including section 536 thereof) at or before the meeting at which the matter is first considered. Every such declaration shall be recorded in the minutes, and the interested Executive Committee Member shall not vote on the matter and shall absent himself from any discussion or deliberation of it, unless the other Executive Committee Members present resolve that his interest is immaterial. Any failure to comply with this article shall be dealt with in accordance with article 81 below.

Senate

41. The Company shall have a Senate which shall consist of not less than four (4) members but do not have a maximum number of members.

42. At the Annual General Meeting,

(i) every Dojo Member shall appoint one of its members as a member of the Senate; and

(ii) all Ordinary Members shall elect not more than four (4) Ordinary Members of Third Dan or above in Kendo as recognised by International Kendo Federation to be members of the Senate.

43. (a) Each nomination for the office of members of the Senate to be elected under article 42(ii) of Part B of these Articles of Association above to be valid must be seconded by two Ordinary Members and signed by the candidate and shall be in such form as the Executive Committee shall prescribe.

(b) All nomination forms must reach the Executive Committee or such sub-committee as the Executive Committee shall appoint for the purpose of election of the members of the Senate of the Company at least seven (7) days before the date fixed for the Annual General Meeting in which the election shall take place.

(c) The candidates who shall have the most votes shall be elected to the offices of members of the Senate.

(d) The term of office of each member (including the chairperson) of the Senate shall be three years.

43A. In accordance with the Code of Governance, and notwithstanding any other provision of these Articles of Association, the restrictions on maximum tenure, length of term of office, age and transitional provision set out in article 31B above shall apply equally to all members of the Senate as if references therein to the Executive Committee and Executive Committee Members were references to the Senate and members of the Senate. Where a member of the Senate vacates office by reason of this article, the Senate may either appoint a substitute member in accordance with article 46 below or leave the office vacant until the next Annual General Meeting.

44. (a) The Senate shall have one chairperson who shall be elected from and among all members of the Senate.

(b) If the chairperson of the Senate shall resign from or vacate his office before his term expires, the other members of the Senate shall elect from and among themselves one of them to be the new chairperson for the residue of the term of office of that resigning or vacating chairperson.

45. (a) Each nomination for the office of chairperson of the Senate to be valid must be seconded by two members of the Senate and signed by the candidate and shall be in such form as the Executive Committee shall prescribe.

(b) All nomination forms must reach the Executive Committee or such sub-committee as the Executive Committee shall appoint for the purpose of election of the chairperson of the Senate at least seven (7) days before the date on which the election shall take place.

(c) The candidate who shall have the most votes for the office of chairperson of the Senate shall be elected to such office.

45A. If two or more candidates receive an equal number of votes such that the result of an election of members of the Senate under article 42(ii) above, or of the chairperson of the Senate under article 45 above, cannot be determined, a further ballot shall be held between the tied candidates, and if the votes remain equal the result shall be determined by the drawing of lots conducted by the chairman of the meeting.

46. (i) If any member of the Senate appointed by any Dojo Member or Ordinary Member vacates his office before his term expires, the Dojo Member by whom the vacating Senate member was appointed shall have power to appoint any of its members (who is not an Executive Committee Member for the time being) to fill up the vacancy of that vacating Senate member for the residue of the term of office of that vacating Senate member; and

(ii) If any member of the Senate elected under article 42(ii) of Part B of these Articles of Association above vacates his office before his term expires, the Senate shall have power to appoint any Ordinary Member of the Company of Third Dan or above in Kendo as recognised by International Kendo Federation (who is not an Executive Committee Member and the Senate member for the time being) to fill up the vacancy of that vacating Senate member for the residue of the term of office of that vacating Senate member.

Powers and Duties of the Senate

47. The Senate shall have the following functions and powers:

(a) to supervise and monitor the Executive Committee in the exercise and performance of its powers and duties and to call for explanation from the Executive Committee as and when the Senate considers necessary;

(b) to consider, comment and approve the annual budget of the Company prepared by the Executive Committee and the Company's expenditure for any sum of HK$40,000.00 or more;

(c) to scrutinize and if deemed proper, approve the striking out of any Members, Ordinary, Associate or Dojo, as recommended by the Executive Committee;

(d) to advise and make recommendations to the Executive Committee on the interpretation of Rules and directions from time to time passed or approved by the Executive Committee;

(e) to advise and make recommendations to the Executive Committee on such matters as it may consider necessary or expedient for the proper conduct and management of the Company and its Members;

(f) to discuss and consider proposals and suggestions submitted by the Executive Committee and the Members and to advise and make appropriate recommendations to the Executive Committee or the Members regarding its decisions or resolutions with respect to such proposals and suggestions; and

(g) to set up a sub-committee or sub-committees (which must report its or their discussions and resolutions to the Executive Committee in a timely manner) consisting of such of their members and on such terms of appointment to consider and investigate any of the above or relating matters as it shall consider appropriate.

47A. Any proposal for the Company's activities (including the expenditure for the trips to be made and contests to be participated in) shall be deemed to be approved by the Senate if no opposition to the same is received by the Executive Committee within 14 calendar days of its submission of the proposals to the Senate for consideration.

48. Without prejudice to article 47 of Part B of these Articles of Association above, the Senate shall have power to veto by a majority of not less than three-quarters of its members present at a meeting of the Senate any resolution of the Executive Committee.

Disqualification of Senate Members

49. The office of a Senate Member shall be vacated if he:

(a) becomes bankrupt; or

(b) is found lunatic or becomes of unsound mind; or

(c) resigns his office by notice in writing to the Company; or

(d) becomes prohibited from being a member of the Senate by reason of any Court order made under the Companies Ordinance, or if he is convicted of any indictable offence; or

(e) is elected or appointed an Executive Committee Member; or

(f) is removed, with the consent of the Senate, by an ordinary resolution of the Company in any Members' Meeting; or

(g) passed away; or

(h) without the written consent of the chairperson of the Senate, is absent from the meetings of the Senate for six (6) consecutive months or fails to attend at least fifty percent (50%) of the meetings of the Senate held in any calendar year; or

(i) behaves inappropriately or badly or misbehaves himself that has brought the Company into disrepute or harmed the image, interests or reputation of the Members; or

(j) reaches the Age Limit, or exceeds the maximum tenure or length of term of office, as set out in article 43A above; or

(k) is removed for a breach of the Code of Conduct in accordance with article 81 below.

Proceedings of the Senate

50. The Senate shall hold their own meetings at least once every three months.

51. No business shall be transacted at any meeting of the Senate unless a quorum is present at the time when the meeting proceeds to business. Not less than fifty per cent (50%) of the members of the Senate present in person shall be a quorum.

52. (i) Subject to article 48 of Part B of the Articles of Association above, questions arising at any meeting of the Senate shall be decided by a simple majority of votes. In case of an equality of votes, the chairperson of the Senate shall have a second or casting vote.

(ii) A resolution in writing, signed by all the members of the Senate for the time being entitled to receive notice of a meeting of the Senate, shall be as valid and effectual as if it had been passed at a meeting of the Senate duly convened and held.

52A. A meeting of the Senate 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.

Minutes

53. The Executive Committee shall cause minutes to be made in books provided for the purpose of recording:

(a) all appointments made by the Executive Committee;

(b) the names of the Executive Committee Members present at or participating in each meeting of the Executive Committee;

(c) the names of the members of the Senate present at or participating in each meeting of the Senate, and

(d) all resolutions, dissenting views and proceedings at all meetings of the Company, the Executive Committee, the Senate and their respective sub-committees.

Company Secretary

54. The Company Secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as he may think fit.

Cheques and Seal

55. All cheques drawn by the Company shall be impressed with the chop of the Company and signed by any two of the designated Executive Committee Members and/or such other person or persons as the Executive Committee may from time to time appoint.

56. The Seal shall be in the custody of the Executive Committee and shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and the President and the Secretary of the Executive Committee or any two of the Executive Committee Members or such other person or persons as the Executive Committee may appoint shall sign every instrument to which the Seal is so affixed in their or his presence.

Accounts

57. The Executive Committee shall cause proper books of account to be kept and the financial statements to be prepared with respect to:–

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Company; and

(c) the assets and liabilities of the Company

provided that proper books and financial statements shall not be deemed to be kept and prepared if there are not kept and prepared such books of account and financial statements as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

58. 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 Executive Committee may think fit and shall always be open to the inspection of the Executive Committee Members. All receipts shall be deposited into a bank account in the name of the Company and all cheques drawn thereon shall be jointly signed by any two designated Executive Committee Members.

59. The Executive Committee shall from time to time determine whether, at what times and places and under what conditions or regulations the books of account and financial statements of the Company or any of them shall be open to the inspection of the Members not being Executive Committee Members and no Member (not being an Executive Committee Member) shall have any right to inspect such books or statements or other document of the Company except as conferred by the Companies Ordinance or the Articles of Association or authorised by the Executive Committee or a resolution of the Company in Members' Meeting.

60. The Executive Committee 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 laid before the Company in the Annual General Meeting, such income and expenditure accounts, statement of financial position and reports as are referred to in those sections.

60A. The annual financial statements of the Company shall be made up to 31st March (or any other date as reasonably determined by the Executive Committee) in each calendar year or prepared by each accounting reference period as required by the Companies Ordinance. The financial statements must follow the accounting standards issued or adopted by the HKICPA or its successors and adhere to all of the recommended practices of the HKICPA or its successors.

61. 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 Company in the Annual General Meeting, together with a copy of each of the Executive Committee's report and the independent auditor's report shall, not less than 21 days before the date of the meeting, be sent to all Members entitled to receive notices of the Annual General Meetings provided that the same are not required to be sent to the above Members whose respective addresses the Company is not aware.

61A. The Executive Committee must keep accounting records as required by the Companies Ordinance.

Audit

62. Independent auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.

Winding Up

63. The provisions of articles 6 and 7 of "Part A: Mandatory Articles" of the Articles of Association above relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in this Part B of the Articles of Association.

Notice

64. Every Member shall register with the Company an address in Hong Kong to which notices can be sent and if any Member shall fail so to do, notice may be given to such Member by sending the same in any of the manners hereinafter mentioned to his last known place of business or residence or, if there is none, by posting the same for three days at the Registered Office.

65. A notice of the Company may be given by delivery, post, facsimile transmission or email.

66. (a) A notice delivered to the registered address of a Member shall be deemed to have been served at the time of delivery.

(b) A notice sent by post to an address in Hong Kong shall be deemed to have been served on the day following its posting.

(c) A notice sent by facsimile transmission or email shall be deemed to have been served at the time of such transmission.

(d) In the case of a notice sent by post, in proving service thereof, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office.

67. Unless otherwise required by the provisions of the Companies Ordinance, all books of account, financial statements and other documents kept by the Company and all notices given by the Company may be either in the Chinese or English language, or both.

Indemnity

68. (1) Subject to Section 468 of the Companies Ordinance, every officer or other servant of the Company (other than an Executive Committee Member) shall be indemnified out of the funds of the Company against all liabilities incurred by him in the proper and reasonable discharge of his duties as such officer or servant 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 Company 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.

(2) (A) A current or former Executive Committee Member may be indemnified out of the Company's assets against any liability incurred by him to a person other than the Company or an associated company of the Company (the "Associated Company") in connection with any negligence, default, breach of duty or breach of trust in relation to the Company 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 Executive Committee Member 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 Executive Committee Member: (i) in defending criminal proceedings in which the Executive Committee Member is convicted; (ii) in defending civil proceedings brought by the Company, or an Associated Company in which judgment is given against the Executive Committee Member; (iii) in defending civil proceedings brought on behalf of the Company by a Member or of an Associated Company in which judgment is given against the Executive Committee Member; (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 Executive Committee Member; 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 Executive Committee Member 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.

(3) Every Ordinary Member, Associate Member or Dojo Member shall indemnify and keep indemnified the Company against all liabilities, costs, claims, damages and loss caused by him or any third party arising out of his participation in any activity organized by the Company.

(4) For the avoidance of doubt, and notwithstanding any other provision of this article, the Company shall not be liable to indemnify, and shall not indemnify, any Executive Committee Member, Senate Member, officer, employee, servant or other person out of the funds or assets of the Company against any liability, fine, penalty, loss or expense arising out of or in connection with that person's own illegal, unlawful or criminal conduct or breach of any law, including (without limitation) any fine imposed in criminal proceedings and any sum payable by way of penalty for non-compliance of a regulatory nature. No claim for any such liability shall be made against, or paid by, the Company, and any such liability shall remain the sole personal responsibility of the person concerned.

Auditor's Insurance

69. (1) Only in furtherance of the Company's objects but not otherwise, the Executive Committee Members may decide to purchase and maintain insurance, at the expense of the Company, for an auditor of the Company, or an auditor of an Associated Company against:

(a) any liability to any person attaching to the 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 auditor in relation to the Company or any of the Associated Companies (as the case may be); or

(b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Company 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 auditor includes the performance of the duties specified in Section 415(6)(a) and (b) of the Companies Ordinance.

Records

70. The Executive Committee must cause the information of the Company to be adequately recorded for future reference as required by the Companies Ordinance.

Personal Data Privacy Protection

70A. The Company shall comply with all applicable data protection laws and regulations, including the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong), and shall handle all personal data securely and respect the privacy rights of individuals. The Company shall use reasonable endeavours to adopt and maintain comprehensive data protection guidelines addressing the types of personal data collected and how such data is used, stored and protected, and shall implement appropriate technical and organisational measures (including access controls and regular security assessment). Personal data shall be accessed and used only for legitimate purposes and shall not be shared with unauthorised individuals or organisations. The Company shall inform individuals of their privacy rights, including the ability to access, correct or delete their personal data where appropriate.

Information Security

70B. The Company shall use reasonable endeavours to exercise extra care and put mechanisms in place to secure its data systems from illegal access or use, and shall take necessary precautions to safeguard sensitive or proprietary information (including member, staff and athlete records, intellectual property, communications and financial data) from cyber-attacks, data breaches and other security threats. The Company shall use reasonable endeavours to implement access controls, conduct security assessments, provide staff training, and devise contingency plans to respond reasonably promptly to security incidents.

Miscellaneous

71. All matters not specially provided by the Articles of Association shall be left to the decision of the Executive Committee whose ruling shall be final and conclusive.

72. Any question as to the interpretation of the Articles of Association shall be left to the Executive Committee whose decision on any point shall be final and binding on all the persons affected.

Conduct, Integrity and Discipline

73. Every Relevant Person must conduct himself at all times in a manner consistent with the values and good standing of the Company, and must not act in any way that brings, or is likely to bring, the Company into disrepute, or that harms the image, interests or reputation of the Company.

74. Each Executive Committee Member, Senate Member, member of any committee or sub-committee of the Executive Committee, and officer, member of the Secretariat or other employee of the Company shall enhance his integrity awareness and familiarise himself 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) the non-acceptance from, and prohibition on offering to, any person or party with whom they have official dealings, of any advantage (other than token gifts) or entertainment. They shall also safeguard the core functions of the Company against the risks of nepotism and other malpractices.

75. The Anti-Doping Rules promulgated by the International Kendo Federation, The Sports Federation and Olympic Committee of Hong Kong, China and/or the Anti-Doping Organization of Hong Kong, China (as the case may be) from time to time shall be incorporated into these Articles of Association,

and any person (whether a Member or not) taking part in any activity of the Company, or in any activity with which the Company may be associated or affiliated, who acts in breach thereof shall be subject to discipline as imposed by the Executive Committee as it deems fit and proper.

76. Every Relevant Person shall use social media responsibly and respectfully, without compromising the integrity or reputation of the Company. They shall not disclose confidential or sensitive information of the Company, its athletes or Members, and shall not engage in cyberbullying, harassment, or derogatory, offensive or discriminatory remarks. They shall exercise care before endorsing any product or service, and shall avoid any conduct that conflicts with the Company's values or exposes it to liability. The Executive Committee shall adopt, maintain and implement a policy or guidelines on the responsible use of social media consistent with the Code of Governance, and compliance with this article shall form part of the code of conduct referred to in article 80 below. Any breach of this article or of the said policy shall be dealt with in accordance with article 81 below.

77. (1) The Company is committed to safeguarding the welfare of children, young persons and other vulnerable persons who participate in or come into contact with its activities, and to protecting them from abuse, neglect and harm.

(2) The Executive Committee shall adopt, maintain and implement a child safeguarding policy consistent with the Code of Governance and applicable law, a code of behaviour, and procedures for reporting and responding to safeguarding concerns.

(3) Every Relevant Person shall comply with the child safeguarding policy, and any breach shall be dealt with in accordance with article 81 below.

78. (1) The Company shall maintain a safe and inclusive working, training and sporting environment, and shall adopt a zero-tolerance approach to sexual harassment in all its activities. The same approach shall apply to bullying, intimidation, verbal abuse and any form of violence or physical abuse, including the application of force which is excessive, dangerous or intended to injure, humiliate or intimidate, or which otherwise goes beyond what is reasonably incidental to the proper teaching, practice and competition of kendo as a martial art, and to any abuse of a position of authority, seniority or trust (whether as instructor, coach, examiner, official or senior grade) against any other person. Nothing in this article restricts physical contact, strikes or rigorous training conducted in good faith in accordance with the rules and etiquette of kendo, applicable safety standards and accepted instructional practice.

(2) The Executive Committee shall adopt, maintain and implement a policy for the prevention of, and response to, sexual harassment, bullying and abuse, consistent with the Code of Governance and applicable law, including confidential channels for reporting incidents and fair procedures for handling them.

(3) Any breach of this article or of the said policy shall be dealt with in accordance with article 81 below.

79. (1) The Company is committed to equal opportunities, so that all individuals, regardless of their gender, race, ethnicity, religion, income, educational background, family status, occupation or other characteristics, have the same access to participate in its activities and to receive the same treatment and opportunities.

(2) The Executive Committee shall promote equal opportunities in accordance with the Code of Governance, and may adopt such guidelines and procedures on equal opportunities as it considers appropriate.

80. (1) A code of conduct shall be adopted by the Company and signed by the Executive Committee Members, Senate Members, members of the committees and sub-committees of the Executive Committee, members of the Secretariat and other staff, coaches, referees, and team representatives and athletes representing the Company.

(2) In adopting and revising the code of conduct and any policy referred to in articles 76 to 79 above, or any other policy adopted under these Articles of Association, the Executive Committee shall from time to time have regard to, and consider for adoption, the relevant principles, standards and practices recommended in the Code of Governance.

(3) Any breach of these Articles, the code of conduct or any policy referred to in articles 76 to 79 above shall be dealt with in accordance with article 81 below.

81. (1) Any Member, member of the public, or any governmental, regulatory or sporting authority may make a complaint to the Company that any Relevant Person has breached these Articles, the code of conduct or any policy referred to in articles 76 to 79 above.

(2) The Executive Committee shall adopt, maintain, review and publish a complaints handling policy, consistent with the Code of Governance, setting out the procedures for making, receiving, acknowledging, enquiring into, determining and recording complaints. That policy shall provide, among other things, for: the channels for lodging a complaint (including a channel by which a complaint may be made in confidence); the protection of the identity of the complainant and of any person assisting in an enquiry, and protection against any detriment for reporting in good faith; the information to be provided by the complainant; the person or body responsible for handling the complaint; the time within which a complaint will be acknowledged and determined; the range of sanctions or other action that may be imposed; and the right of appeal under article 35D above.

(3) The Executive Committee shall, as soon as reasonably practicable and in accordance with the complaints handling policy, consider and respond to every such complaint, cause such enquiries to be made as it considers appropriate, and give the person complained of brief reasons and a reasonable opportunity to be heard before any decision is made. Where the complaint is against an Executive Committee Member, that Member shall not take part in, and shall absent himself from, any discussion, deliberation, enquiry or decision of the Executive Committee relating to the complaint, and the remaining Executive Committee Members who have no interest in the matter shall consider and determine it.

(4) Where, after such consideration, the complaint is found to be valid, the matter shall be put to a vote at a duly convened meeting of the Executive Committee, excluding (in the case of a complaint against an Executive Committee Member) the Member who is the subject of the complaint.

(5) If the breach is determined, by a resolution passed by not less than three-quarters of the Executive Committee Members present and entitled to vote at that meeting, to be sufficiently serious, then:

(a) in the case of an Executive Committee Member or a Senate Member, his office shall be vacated under article 37 or article 49 (as the case may be); and

(b) in the case of any other Relevant Person, the Executive Committee shall have full power and discretion to determine, in accordance with the complaints handling policy and having considered all the relevant facts and circumstances and given the person concerned a reasonable opportunity to be heard, how the matter is to be handled and what disciplinary or other action (if any) is to be taken, whether under the code of conduct, the terms of his engagement, employment or membership, or otherwise.

(6) Any person against whom disciplinary or other action is taken under paragraph (5) above, and any complainant who is dissatisfied with the determination of his complaint, may appeal to the Appeal Panel under article 35D above, in accordance with the appeals policy.

(7) The Executive Committee shall keep proper records of all complaints received, enquiries made, responses given and decisions taken under this article.

— End of Articles of Association —