

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

Hong Kong Dodgeball Association Limited
香港閃避球總會有限公司

Incorporated the 20th day of November 2008

No. 1288703

[COPY]

CERTIFICATE OF INCORPORATION

I hereby certify that

Hong Kong Dodgeball Association Limited
香港閃避球總會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 32)
and that this company is limited.

Issued on 20 November 2008.

(Sd.) Ms. Fanny Wing-chi LAM
Ms. Fanny Wing-chi LAM

.....
for Registrar of Companies
Hong Kong

Note :

Registration of a company name with the Companies Registry does not confer any trade mark rights
or any other intellectual property rights in respect of the company name or any part thereof.

THE COMPANIES ORDINANCE (CHAPTER 32)

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

MEMORANDUM OF ASSOCIATION

OF

**Hong Kong Dodgeball Association Limited
香港閃避球總會有限公司**

First:- The name of the Company is “Hong Kong Dodgeball Association Limited 香港閃避球總會有限公司” (hereinafter called the Association).

Second:- The Registered Office of the Association will be situated in Hong Kong.

Third:- The liability of the Members is limited.

Fourth:- The income and property of the Association whenever derived shall not 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. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officers or servants of the Association or to any Members thereof or any other persons in return for services actually rendered.

Fifth:- Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year thereafter, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding HK\$1.00.

Sixth:- True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Association for the time being in force shall be open to the inspection of the Members.

We, the several persons whose names, addresses and descriptions are hereto given below, wish to form a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Signatories

(Sd.) Brian Ming Li
33 South Bay Close, B-1, Repulse Bay,
Hong Kong
Merchant

(Sd.) Dashiell Nagata
7D Nam Wing Building,
49-51 Sing Woo Road, Happy Valley,
Hong Kong
Merchant

(Sd.) Assad Hussain
27/C, No. 60 Victoria Road, Kennedy Town,
Hong Kong
Merchant

(Sd.) Douglas Woo (吳宗權)
Flat 9B, 11A Bowen Road,
Central, Hong Kong
Merchant

(Sd.) John Yuen (袁正文)
Flat 12-C, 27 Braemar Hill Road,
North Point, Hong Kong
Merchant

Dated the 6th day of November, 2008.
WITNESS to the above signatures:

(Sd.) Adrienne May Li
Solicitor
B-1, 4th floor, 33 South Bay Close,
Repulse Bay, Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

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

ARTICLES OF ASSOCIATION

OF

**Hong Kong Dodgeball Association Limited
香港閃避球總會有限公司**

PRELIMINARY

1. In these regulations:-

“The Ordinance” means the Companies Ordinance (Chapter 32).

“The Association” means the abovementioned Company.

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

“Month” means calendar month and “Year” means calendar year.

“In Writing” or “Written” means and includes printing, lithography and other modes of representing or reproducing in a visible form.

When any provision of the Ordinance is referred to the reference is to such provision as modified by any Ordinance for the time being in force.

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

MEMBERS

2. The maximum number of Members with which the Association proposes to be registered shall be 2,000.

3. The Members of the Association shall be designated as follows:-

(a) (i) Voting Members.

(ii) Ordinary Members.

(b) The signatories to the Memorandum of Association at the date of the incorporation of this Association shall be the Voting Members of the Association.

(c) Such other persons, if accepted and approved by the majority of the Board of Directors shall be admitted to become the Voting Members of the Association.

(d) Such other persons, if accepted and approved by any one of the Directors shall be admitted to become the Ordinary Members of the Association.

4. The Board of Directors may from time to time determine the amount of the entrance fee payable on admission to membership and the monthly or annual subscriptions and other payments due to the Association and shall also determine the details and prescribe rules for the application of membership.
5. The Board of Directors may in their absolute discretion refuse to accept any person to be Member of the Association without giving any reason.
6. Any Member may withdraw from the Association by giving one month's notice in writing to the Secretary of his intention so to do, and upon the expiration of the notice he shall cease to be a Member.
7. Any Member who shall by any means cease to be a Member shall nevertheless remain liable for and shall pay the Association all moneys which at the time of the ceasing to be a Member may be due from him to the Association.
8. If any Member's subscription are due and unpaid for two months and he has not given any satisfactory explanation of the delay to the Directors his name will be struck off from the register of Members until they are paid up, and in the meantime his privileges temporarily cease.

GENERAL MEETINGS

9. The First General Meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association and at such place, as the Board of Directors may determine.
10. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the First General Meeting) and place as may be prescribed by the Association in General Meeting, or in default, at such time in the third month following that in which the anniversary of the Association's incorporation occurs, and at such place as the Directors shall determine. In default of a General Meeting being so held, a General Meeting shall be convened by any two Members in the same manner as nearly as possible as that to be convened by the Board of Directors.
11. The above-mentioned General Meetings shall be called Annual General Meetings, all other General Meetings shall be called Extraordinary General Meetings.
12. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meeting shall also be convened on such requisitions, or in default, may be convened by such requisitionists, as provided by Section 113 of the Ordinance. If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that to be convened by the Board of Directors.

NOTICE OF GENERAL MEETINGS

13. Subject to the provision of Section 116 of the Ordinance relating to Special Resolutions, 21 days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under the regulations of the Association entitled to receive such notices from the Association, but, with the consent of all the Members entitled to receive notice of the meeting that may be convened by such shorter notice and in such manner as those Members may think fit.
14. 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 GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting, with the exceptions of the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors and other officers in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
16. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, at least two Members who shall be present either personally or by proxy shall form a quorum.
17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Member or the Members present shall form a quorum.
18. The Chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Association.
19. If there is no such Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman of such meeting, the Members present shall elect one of their number to be the chairman of such meeting.
20. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice to the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two Members present in person or by proxy entitled to vote and unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
22. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
24. A poll demanded on the election of the Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such times as the Chairman of the meeting directs.
25. A resolution in writing signed by all the voting members entitled to attend and vote at General Meetings shall be as valid and effective as if the same had been passed in a General Meeting of the Association duly convened and held.

VOTES OF MEMBERS

26. (a) Every Voting Member shall have one vote.
(b) Every Ordinary Member shall not have right to vote.
27. Any Voting Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, shall have no vote.
28. No Voting Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Association have been paid.
29. On a poll votes may be given either personally or by proxy.
30. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the seal, or under the hand of an officer or attorney so authorised. A proxy need not be a Member of the Association.
31. 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 of authority shall be deposited at the registered office of the Association not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

32. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
33. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“Hong Kong Dodgeball Association Limited
香港閃避球總會有限公司

I/We _____ of _____
being a voting member/voting members of the above named company, hereby appoint
_____ of _____ or
failing him _____ of _____
as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the
case may be) General Meeting of the company to be held on the _____ day of
_____, and at any adjournment thereof.

Signed this _____ day of _____.”

DIRECTORS

34. Unless otherwise determined by a General Meeting, the minimum number of Directors shall be two and there shall be no maximum number of Directors.
35. A Director shall hold the office for a term of one year and at the expiration of term of his office, he shall retire but shall be eligible for re-election.
36. The First Directors of the Association shall be the signers to the Memorandum of Association of the Association.
37. Each Director shall have the power to nominate any person to represent him at a meeting of the Board of Directors with full powers to act on behalf of such Director and, if he so thinks fit, the person to be appointed by him as aforesaid must be one of the Directors of the Association.
38. Among the Board of Directors, a Chairman may be elected.
39. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors but the person so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which that Director in whose place he is appointed was last elected a Director.
40. If any Director shall be found unfit to be the Director of this Association by the Board of Directors and upon the approval of the General Meeting by two-thirds of the Voting Members such Director shall be removed from this office.

POWERS AND DUTIES OF DIRECTORS

41. The business of the Association shall be managed by the Board of Directors, who may pay all expenses incurred in setting up and registering the Association and may exercise all such powers of the Association as are not by the Ordinance, or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Ordinance, and to such regulations not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

42. In addition to all powers hereby expressly conferred upon them, and without detracting from the generality of their powers under the last preceding or any other Articles, the Board of Directors shall have the following powers, namely:-
 - (a) to expend the funds of the Association in such manner as they shall consider most beneficial for the purposes of the Association and to invest in the name of the Association such part thereof as they may seem fit, and to direct the sale or transposition of any such investment and to expend the proceeds of any such sale for the purposes of the Association;
 - (b) to acquire in the name of the Association, build up, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal with any land, buildings, or premises for the use of the Association;
 - (c) to enter into contracts on behalf of the Association;
 - (d) to borrow money upon the security of any of the property of the Association, and to grant or direct to be granted mortgages or debentures for securing the same;
 - (e) to cause the common seal of the Association to be affixed to any document they may think proper and to provide for the custody of the common seal;
 - (f) to delegate all or any of their powers to any officer or officers of the Association for the carrying on of his or their duty or duties;
 - (g) to make and from time to time to repeal or alter regulations as to the management of the Association and the affairs thereof, and as to the duties of any officers or servants of the Association, and as to the conduct of business by the Board of Directors, or as to any of the matters or things within the powers or under the control of the Board of Directors provided that the same shall not be inconsistent with the Memorandum or Articles of Association;
 - (h) and generally to do all things necessary or expedient for the due conduct of the affairs of the Association not herein otherwise provide for.

43. The Board of Directors shall cause minutes to be duly entered in the books provided for the following purposes:-
 - (a) of all appointments of officers made by the Board of Directors;
 - (b) of the names of Directors present at each meeting of the Board of Directors;
 - (c) of all resolutions and proceedings at all meetings of the Association and of the Board of Directors.

And every Director present at any meeting of Board of Directors shall sign his name in a book to be kept for that purpose.

44. All Directors of the Association shall serve the Association without remuneration or any benefit directly or indirectly.

DISQUALIFICATION OF DIRECTORS

45. The office of a Director shall be vacated if such Director:-
- (a) becomes bankrupt or suspends payment or compounds with his creditors, or
 - (b) is found lunatic or being of unsound mind, or
 - (c) resigns office by notice in writing to the Association, or
 - (d) is absent from the meeting of the Directors for twelve consecutive months without the consent of the other Directors.

PROCEEDINGS OF BOARD OF DIRECTORS

46. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, two directors shall constitute a quorum. If the Association has only one Director, that one Director may at any time summon a meeting and the provisions herein contained for meetings of Directors shall not apply but such sole Director shall have full power to represent and act for the Association in all matters and in lieu of minutes of a meeting shall record in writing and sign a note or memorandum of all matters requiring a resolution of the Directors. Such note or memorandum shall constitute sufficient evidence of such resolution for all purposes. Questions arising at any meeting shall be decided by a majority of votes whenever applicable. In case of an equality of votes the Chairman of such meeting shall have a second or casting vote.
47. The continuing directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Association, but for no other purpose.
48. If more than fifteen minutes after the time for the holding of such Directors' meeting the Chairman of the Board of Directors is not present, the Directors present in person or by proxy may elect one of their number to be the Chairman of such Directors' Meeting.
49. A resolution determined on without any meeting of Directors and evidenced by writing under the hands of all the Directors shall be as valid and effectual as a resolution duly passed at a meeting of Directors.

SEAL AND CHEQUES

50. The Seal of the Association shall be kept by the Board of Directors and shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors. Every document required to be sealed with the Seal of the Association shall be deemed to be properly executed if sealed with the Seal of the Association and signed by the Chairman of the Board of Directors, or such person or persons as the Board may from time to time authorised for such purpose.
51. All cheques drawn on the Association's banking account and all orders for payment, promissory notes and other negotiable instruments made or issued by the Association and all contracts and instruments entered into by the Association shall be signed by the person or persons from time to time authorised by a resolution of the Board of Directors.

ACCOUNTS

52. The Board of Directors shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Association and the matter of which the receipt and expenditure takes place and the assets and liabilities of the Association.
53. The books of accounts shall be kept at the registered office of the Association, or at such other place or places as the Board of Directors may think fit. The Board of Directors shall from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Association, or any of them, shall be open to the inspection of Members; and no Member, save and except the Directors, shall have any right of inspecting any account or books of the Association, except as conferred by Ordinance or authorised by the Board of Directors or by a resolution of the Association in General Meeting.
54. At the Annual General Meeting in every year, the Board of Directors shall lay before the meeting an income and expenditure account, and a balance sheet, containing a summary of the property and liabilities of the Association made up to a date not more than nine months before the meeting, from the time when the last preceding account and balance sheet were made up, and in the case of first account and balance sheet from the incorporation of the Association, and such balance sheet and account shall comply with the provisions of Sections 122 and 129B of the Ordinance.
55. Every such account and balance sheet shall be accompanied by a report of the Directors as to the state and condition of the Association and the account, report and balance sheet shall be signed by the Chairman and any one of the Directors of the Association.
56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the auditor's report, shall, not less than seven days before the date of the meeting, be sent to all Members entitled to receive notices of General Meeting of the Association.

AUDITORS

57. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Ordinance.

NOTICES

58. Unless otherwise required by the provisions of the Companies Ordinance, all books and documents kept by the Association and all notices given by the Association may be either in the English language or in the Chinese language or both.
59. A notice may be given by the Association to any Member either by advertisement in the local Press or personally, or by sending it by post to him to his registered address, or (if he has no registered address within Hong Kong) to the address if any, within Hong Kong supplied by him to the Association for the giving of notices to him.
60. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same was posted.
61. A Member who has no registered address within Hong Kong and has not supplied to the Association an address within Hong Kong for the giving of notices to him, shall be deemed to have received any notice which shall have been displayed at the Association and shall have remained there for the space of 24 hours, and such notice shall be deemed to have been received by such Member at the expiration of 24 hours from the time when it shall have been so first displayed.

SECRETARY

62. The first Secretary of the Association shall be **Brian Ming Li** who may resign from this office upon giving notice to the Association of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance. If the Association has only one Director, that Director shall not also be the Secretary.

Names, Addresses and Descriptions of Signatories

(Sd.) Brian Ming Li
33 South Bay Close, B-1, Repulse Bay,
Hong Kong
Merchant

(Sd.) Dashiell Nagata
7D Nam Wing Building,
49-51 Sing Woo Road, Happy Valley,
Hong Kong
Merchant

(Sd.) Assad Hussain
27/C, No. 60 Victoria Road, Kennedy Town,
Hong Kong
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(Sd.) Douglas Woo (吳宗權)
Flat 9B, 11A Bowen Road,
Central, Hong Kong
Merchant

(Sd.) John Yuen (袁正文)
Flat 12-C, 27 Braemar Hill Road,
North Point, Hong Kong
Merchant

Dated the 6th day of November, 2008.
WITNESS to the above signatures:

(Sd.) Adrienne May Li
Solicitor
B-1, 4th floor, 33 South Bay Close,
Repulse Bay, Hong Kong