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CHAPTER I
DEFINITIONS

ARTICLE 1

DEFINITIONS

1.1 The terms given below denote the following:

AFC:	The Asian Football Confederation;
Affiliate Member:	An affiliate Member of the HKFA who is a Voting Member but does not participate in any Matches;
AGM:	The annual general meeting of the HKFA;
Appeal Committee:	The appeal committee of the HKFA as described in Articles 33.1 to 33.3;
Arbitration Tribunal:	The arbitration tribunal to be established by the HKFA pursuant to Article 36.2;
Articles:	The articles of association of the HKFA;
Assembly:	The supreme body of the HKFA comprising its Voting Members and Non-Voting Members;
Audit and Compliance Committee:	The audit and compliance Standing Committee of the HKFA;
Auditor:	The independent auditor of the HKFA;
Board:	The executive body of the HKFA comprising the President, the Chairman and the Directors;
CAS:	Court of Arbitration for Sport currently based in Lausanne (Switzerland);
Chairman:	The chairman of the Board of the HKFA as described in Article 24.1.2;
Chief Executive Officer:	The chief executive officer of the HKFA;
Club-Linked Director:	A director of the HKFA as described in Article 24.1.3;
Code of Conduct:	The code of conduct of the HKFA as adopted and amended by the Board from time to time outlining the basic standard of conduct expected of all the Directors, consultants to the Board, members of any committees, panels or working groups appointed by the HKFA (such as the disciplinary Task Force, Honorary Life President, Honorary President and Honorary Vice Presidents), and full-time, part-time and temporary staff of the HKFA;
Code of Ethics:	The code of ethics of the HKFA as adopted and amended by the Board from time to time outlining the basic standard of ethics expected of all Members, their representatives or agents, Players and League Club's officials and Match officials;
Courts of Law:	Ordinary courts which hear public and private legal disputes;
day:	Calendar day;
Director:	A director of the HKFA;
Directorate:	The administrative body of the HKFA as described in Article 15.4;
Disciplinary Code:	The disciplinary code as adopted and amended by the Disciplinary and Ethics Committee and endorsed by the Board from time to time;

Disciplinary and Ethics Committee:	The disciplinary and ethics committee of the HKFA as described in Articles 32.1 to 32.3;
EAFF:	The East Asian Football Federation;
Election:	The election of any person as a Director of the HKFA;
Election General Meeting:	A General Meeting to be held every two years where its business includes the Election;
Electoral Code:	The electoral code of the HKFA as adopted and amended by the Board from time to time;
Executives:	The Chief Executive Officer, officers and secretariat of the HKFA;
FIFA:	Fédération Internationale de Football Association;
Finance and Strategy Committee:	The finance and strategy Standing Committee of the HKFA;
Football Forum:	The football forum of the HKFA as described in Article 9.1;
General Meeting:	A general meeting of the HKFA, either in the form of an AGM, an EGM or a general meeting;
General Secretary:	The general secretary of the HKFA appointed in accordance with Article 24.13, and who shall for the purposes of the Ordinance be the company secretary of the HKFA;
Group A:	A group of Directors for the purposes solely in relation to the appointment, retirement by rotation and re-election of Directors as described in Article 25.5.2;
Group B:	A group of Directors for the purposes solely in relation to the appointment, retirement by rotation and re-election of Directors as described in Article 25.5.2;
HKFA:	The Football Association of Hong Kong, China Limited, previously known as the Hong Kong Football Association Limited;
HKIAC Domestic Arbitration Rules:	The domestic arbitration rules of the Hong Kong International Arbitration Centre;
Honorary Life President:	Any person appointed pursuant to Article 12.1;
Honorary President:	Any person appointed pursuant to Article 13.1;
Honorary Vice President:	Any person appointed pursuant to Article 14.1;
IFAB:	The International Football Association Board;
Judicial Bodies:	The Disciplinary and Ethics Committee and the Appeal Committee as described in Article 31.1;
Laws of the Game:	The laws of the game issued by IFAB;
League:	A professional or amateur football league which consists of a combination of clubs within (or predominantly from within) the territory of Hong Kong and which is subordinate to and under the authority of the HKFA;
League Club:	A football club that is a Voting Member of the HKFA and a participant in Matches;
Match:	A football match organised by the HKFA;

Match Agent:	An agent officially appointed to help organise a Match;
Member:	A legal or natural person that has been admitted into the membership of the HKFA pursuant to Chapter III, Articles 8.1 to 8.4;
Non-Club-Linked Director:	A director of the HKFA as described in Article 24.1.4;
Non-Voting Member:	A Member of the HKFA who is not entitled to vote at General Meetings;
Officials:	All board members, committee members, coaches, referees, ground staff and Match stewards as well as other people responsible for technical, medical and administrative matters at the HKFA, its League or League Clubs;
Ordinance:	The Companies Ordinance of Hong Kong (Chapter 622);
Organisational Development Committee:	The organisational development Standing Committee of the HKFA;
Player:	A professional or amateur football player registered with the HKFA;
Player Agent:	An agent acting for a Player;
Premier League:	The premier league of the HKFA;
President:	The president of the HKFA as described in Article 24.1.1;
Referees Committee:	The referees Standing Committee of the HKFA;
Regulations:	The rules, regulations, codes and directives of a football-related entity;
Regulations on the Status and Transfer of Players:	The regulations on the status and transfer of players to be adopted and amended by the Board from time to time;
Rules:	The rules of the HKFA as adopted and amended by the Board from time to time. For avoidance of any doubt, in case of any discrepancies between the Rules and this Articles, the terms of this Articles prevail;
Season:	The period commencing on the date of the first official competitive Match in any competition sanctioned by the HKFA and ending on the date of the last official competitive Match in that same period;
SF & OC, Hong Kong:	The Sports Federation & Olympic Committee of Hong Kong, China;
Special Advisor:	A special advisor appointed by the Board as described in Article 24.5;
Standing Committee:	A standing committee of the HKFA as described in Article 29.1;
Standing Order:	Any standing orders of the Board or Assembly;
Statutes:	The statutes of a football-related entity;
Task Force:	A task force commissioned by the Board for any purpose as described in Article 15.3;
Technical and Playing Committee:	The technical and playing Standing Committee of the HKFA;
Transfer:	A transfer of a Player from a football club to another football club;
Vice Chairman:	The vice chairman of the Board of the HKFA as described in Article 24.8;
Voting Member:	A Member of the HKFA who is entitled to vote at AGMs and General Meetings.

- 1.2 Reference to natural persons includes both genders. The singular case applies to the plural and vice versa.
- 1.3 If there is any inconsistency between the English version and the Chinese version of these Articles, the English version shall prevail.

CHAPTER II

GENERAL PROVISIONS

ARTICLE 2

NAME AND OBJECTS

- 2.1 The name of the Company is THE FOOTBALL ASSOCIATION OF HONG KONG, CHINA LIMITED.
- 2.2 The objects for which the HKFA is established are:-
- 2.2.1 To acquire and undertake the properties and liabilities and to effectuate and carry into executive the powers, obligations, duties and general objects of the previously unincorporated body known as the Hong Kong Football Association.
 - 2.2.2 To promote the game of association football in every way in which the HKFA or the Board shall think proper, and to take all such steps as shall be deemed necessary or advisable for preventing infringements of the Rules and Laws of the Game, or other improper methods or practices in such game and for protecting it from abuses.
 - 2.2.3 To make, adopt, vary and publish rules, regulations, bye-laws and conditions for the regulation of the said game or otherwise, and to take all such steps as shall be deemed necessary or advisable for enforcing such rules, regulations, bye-laws and conditions.
 - 2.2.4 To maintain, continue or provide for the affiliation of associations and clubs for promoting or playing association football, and to take over and continue the register of such associations and clubs as previously kept by the Football Association of Hong Kong, China Limited.
 - 2.2.5 To maintain, continue or provide for registration of association football players, and to take over and continue the registers of such players as previously kept by the Football Association of Hong Kong, China Limited.
 - 2.2.6 To take over and continue with such variations as from time to time may be decided either by the HKFA or the Board, all the rules, registers, books, accounts and other documents of the Football Association of Hong Kong, China Limited.
 - 2.2.7 To promote, provide for, regulate and manage in all or any of the required details or arrangements, including any arrangements for the benefit of associations or clubs, football competitions, contests and matches, interport, international or otherwise, and in Hong Kong or elsewhere, and to do or provide for all or any such matters and things as may be considered necessary for or ancillary to the comfort, conduct, conveyance, convenience or benefit of players and of the public, or of any other persons concerned or engaged in such competitions, contests or matches.
 - 2.2.8 To accept, take over, or otherwise acquire all such cups, shields and other prizes as may be approved by the Board, and to provide for the proper custody, insurance, protection, exhibition, awarding, distribution or loan of or other dealing with all or any such cups, shields or prizes as aforesaid.
 - 2.2.9 To provide for, make and vary all such rules, regulations and bye-laws as to amateur and professional players as the HKFA or the Board shall from time to time determine.
 - 2.2.10 To provide by rules, regulations and bye-laws or otherwise, for deciding and settling all differences that may arise between associations, clubs or any other persons who are members of or alleged to be members of or are employed or engaged by such associations or clubs, or any other persons in reference to due compliance with the laws of the game, or the rules, regulations or bye-laws of the HKFA, or in reference to contracts, or to any other matter of dispute or difference arising between such associations, clubs or persons, or any of them, and whether the HKFA is concerned in such dispute or difference or not, and to make such provisions for enforcing any award or decision as the HKFA or the Board shall deem proper.

- 2.2.11 To cooperate with or assist any football association or club in any way which the HKFA or the Board shall think proper, and to enter into or adopt any agreement or arrangement with such association or club.
- 2.2.12 To subscribe for and become a member of FIFA and AFC and to cooperate with matters relating to the game of association football or the rules or regulations affecting the same.
- 2.2.13 To diffuse among Members information on all matters affecting the game of association football and to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary undertaking as may seem conducive to any of these objects.
- 2.2.14 To improve and elevate the technical knowledge of persons engaged as referees and assistant referees of the game of association football, and with a view thereto to provide for the delivery of lectures and the holding of classes and to test by examination or otherwise the competence of such persons and to award certificates.
- 2.2.15 To arrange and promote the adoption of equitable forms of contracts and agreements for the engagement of professional players and other documents used in connection therewith.
- 2.2.16 To establish and maintain reading rooms and a reference library and to furnish the same respectively with books, reviews, magazines and other publications relating to the game of association football.
- 2.2.17 To provide playing fields and training places for association football and to give or cause to be given and provide for instructions in respect thereof.
- 2.2.18 To subscribe for, become a member of and cooperate with any other association whether incorporated or not, whose objects are altogether or in part similar to those of the HKFA.
- 2.2.19 To purchase or otherwise acquire any property movable or immovable or any interest in the same respectively which shall be considered for the benefit of the HKFA, or calculated to promote or assist in the promotion of any of the objects of the HKFA.
- 2.2.20 To acquire, lay out, improve, hold, use or turn to account in any way football grounds or athletic grounds, with all such pavilions, buildings, erections and easements, and all necessary fittings and accessories as the Board shall deem advisable.
- 2.2.21 To improve, develop, manage, mortgage, let or sell any property movable or immovable of the HKFA, and to turn the same to profit and advantage in any way that the Board may deem advisable.
- 2.2.22 To buy, prepare, make, supply, sell and deal in all kinds of jerseys, uniforms, boots, balls, pads, gloves, nets and all apparatus used in the game of association football, and all kinds of liquors, provisions and refreshments required or used by the players or members of clubs who are Members or other persons frequenting the grounds, pavilion or premises of the HKFA.
- 2.2.23 To give subscriptions or donations to the funds of any charitable, educational or benevolent institution or project.
- 2.2.24 To seek from and make representation to the government for the tenure or lease of any land, property or building for the use of the HKFA towards promotion of its objects and to enter into the arrangements with the government or with any authority, supreme, municipal, local or otherwise that may be conducive to the HKFA's objects or any of them, and to obtain from the government or any such authority any rights, privileges and concessions which the HKFA may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, right, privileges and concessions.
- 2.2.25 To act as trustees for any associations or clubs and such trustees to hold any real or personal property upon such trusts, and with, and subject to such powers and provisions as shall be approved by the Board.
- 2.2.26 To lend or invest any moneys of the HKFA, or held by the HKFA upon any trust, in such manner as shall be approved by the Board.

- 2.2.27 To borrow moneys on such security as the Board may determine, and in particular on the security of mortgages, debentures or debenture stock, charging all or any of the property of the HKFA.
- 2.2.28 To take over, set aside, or provide for benevolent funds, and to grant or continue pensions, annuities, compensations or other wards or benefits in money or otherwise to players or other persons disabled or super-annuated or otherwise requiring assistance, or to widows or orphans of or other persons dependent wholly or partially on any players or other person who may die or be disabled or be otherwise incapacitate from earning a living, or who may be, in the opinion of the Board, deserving of having such assistance rendered.
- 2.2.29 To amalgamate or cooperate with any association, club or body having all or any of their objects similar to any of the objects of the HKFA.
- 2.2.30 To administer the funds of the HKFA and to regulate competitions, matches and exhibitions and to frame rules for the regulation thereof, and to take all necessary steps to enforce such rules when made.
- 2.2.31 To carry on the business of the HKFA under the absolute control and direction of the Board for the time being thereof.
- 2.2.32 To promote, support or assist in all or any such athletic contests or sports for which any property of the HKFA may be available, or which may be determined on or approved by the Board.
- 2.2.33 To carry out such operations and to manufacture or deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or company) as may seem to the Board directly or indirectly to advance the interests of the HKFA.
- 2.2.34 To carry on any other trade or business whatever which, in the opinion of the Board, can be advantageously carried on in connection with or ancillary to any of the above mentioned businesses or is calculated directly or indirectly to advance the interests of the HKFA.
- 2.2.35 To enter into such commercial or other transactions in connection with any trade or business of the HKFA as may seem desirable to the Board for the purpose of the HKFA's affairs.
- 2.2.36 To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patents rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, otherwise turn to account the property, rights or information so acquired.
- 2.2.37 To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- 2.2.38 To act as agents, brokers or trustees, and to enter into such arrangement (whether by way of amalgamation, partnership, profit sharing, union of interest, co-operation, joint venture or otherwise) with other persons or companies as may seem to the Board to advance the interests of the HKFA and to vest any property of the HKFA in any person or company on behalf of the HKFA and with or without any declaration of trust in favor of the HKFA.
- 2.2.39 To apply for, promote and obtain any ordinance, charter, privilege, concession, licence or authorization of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, for enabling the HKFA to carry any of its objects into effect or for extending any of the powers of the HKFA or for effecting any modification of the Articles or for any other purpose which may seem to the Board to be expedient, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the interests of the HKFA.

- 2.2.40 To pay for any rights or property acquired by the HKFA and to remunerate any person or company, whether by cash payment or by any other method the Board shall think fit.
- 2.2.41 To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose or deal with, and guarantee the payment of interest, dividends and capital on, all or any of the shares, debentures, debenture stock or other securities or obligations of any company and to pay or provide for brokerage, commission and underwriting in respect of any such issue upon such terms as the Board may decide.
- 2.2.42 To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the HKFA and generally to carry on the business of a holding company.
- 2.2.43 To carry on through any subsidiary or associated company any activities which the HKFA is authorized to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the Board may think fit.
- 2.2.44 To raise or borrow money in such manner as the Board may think fit and to receive deposits and to mortgage, charge, pledge or give license or other security over the whole or any part of the HKFA's undertaking, property and assets (whether present or future), for such purposes and in such circumstances and upon such terms and conditions as the Board may think fit.
- 2.2.45 To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligation or those of some other person or company in such circumstances and upon terms and condition as the Board may think fit.
- 2.2.46 To do all or any of the above things in any part of the world whether as principals or agents or trustees or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.
- 2.2.47 To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the HKFA is authorized to carry on, or possesses of property suitable for the purposes of the HKFA.
- 2.2.48 To adopt such means of making known and advertising the objects business and products of the HKFA as may seem expedient.
- 2.2.49 To procure the HKFA to be registered or recognized in any country or place outside Hong Kong.
- 2.2.50 To issue appeals, hold public meetings and take such other steps as may be required or the purpose of procuring contributions to the funds of the HKFA in the shape of donations, subscriptions or otherwise.
- 2.2.51 To undertake and execute charitable trusts.
- 2.2.52 To do all such other things as may be considered by the Board to further the interests of the HKFA or to be incidental or conducive to the attainment of the above objects or any of them.

PROVIDED that the HKFA shall exercise its powers under Articles 2.2.21, 2.2.26, 2.2.33, 2.2.35, 2.2.38, 2.2.41 and 2.2.42 to further the interests of the HKFA or to be incidental or conducive to the attainment of the above objects or any of them and PROVIDED FURTHER that the HKFA shall not exercise its power under the above-mentioned sub-clauses to support with its funds any company(ies) or institution(s) which pay(s) or transfer(s), directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever, by way of profit to the Members.

AND it is hereby declared that:

- (a) the objects set forth in each sub-Article of this Article shall not be restrictively construed but the widest interpretation shall be given thereto, and

- (b) the word “company” in this clause, except where used in reference to the HKFA, shall be deemed to include any partnership or other body of persons whether corporate or incorporate and whether domiciled in Hong Kong or elsewhere.
- 2.3 The income and property of the HKFA, however derived, shall be applied solely towards the promotion of the objects of the HKFA as set forth in Article 2.2 and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the Members PROVIDED that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the HKFA, or to any Member, in return for any services rendered to the HKFA.
- 2.4 If upon the winding up or dissolution of the HKFA there remains, after 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 HKFA, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the HKFA under or by virtue of Article 2.3 hereof, such institution to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the High Court of Hong Kong as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.

ARTICLE 3

LEGAL STATUS

- 3.1 The HKFA is a company limited by guarantee formed under the predecessor Companies Ordinance of Hong Kong (Chapter 32) capable of suing and being sued in its own name and capable of trading commercially although all profits shall be utilised for the benefit of association football in Hong Kong.
- 3.2 No Members, Players, Officials, Match Agents, Player Agents or any persons subject to the Articles or to the Rules shall be entitled to pursue any recourse within a Court of Law upon appeal or otherwise until it has exhausted all provisions of the Articles and the Rules, and the articles and rules of AFC and FIFA, and shall be further prohibited from communicating with AFC or FIFA until they have exhausted all provisions of the Articles.
- 3.3 The HKFA is neutral in matters of politics and religion.
- 3.4 Discrimination of any kind against a country, private person or group of people on account of ethnic origin, gender, language, religion, politics or any other reason is strictly prohibited and punishable by suspension or expulsion.
- 3.5 There shall be no limit on the maximum number of Members of the HKFA.

ARTICLE 4

AFFILIATION

- 4.1 The HKFA is affiliated to AFC and FIFA, and also to the EAFF and SF & OC, Hong Kong.
- 4.2 Should the provisions of these Articles conflict with the Statutes and Regulations of either AFC or FIFA then the documents in Articles 4.2.1 to 4.2.4 shall apply in order of decreasing priority, with the document in Article 4.2.1 having primacy in the case of conflict:
 - 4.2.1 Statutes of FIFA;
 - 4.2.2 Regulations of FIFA;
 - 4.2.3 Statutes of AFC; and
 - 4.2.4 Regulations of AFC.
- 4.3 The HKFA and its Members shall play association football in compliance with the Laws of the Game issued by IFAB. Only the IFAB may lay down and alter the Laws of the Game.

- 4.4 The status of Players and the provisions for Transfer shall be regulated by the Board in accordance with the FIFA Regulations applicable at the relevant time as set out in the HKFA's Regulations on the Status and Transfer of Players.

ARTICLE 5

APPLICABILITY OF AMENDMENT OF ARTICLES

- 5.1 The Articles shall not be amended except upon a resolution passed by 75% of those entitled to vote and present at a meeting of the Assembly, unless otherwise expressly stated.
- 5.2 Any Voting Member who intends to propose an amendment to the Articles or part thereof should give written notice to the Chief Executive Officer at least 42 days prior to any scheduled General Meeting.
- 5.3 All acts done in good faith by the Executives, the Board, the Appeal Committee, the Disciplinary and Ethics Committee, the Directorate, any Standing Committee or any other sub-committee appointed by the HKFA shall, notwithstanding that there is some defect in the composition, election or appointment of such body, be valid as if such body had been properly constituted, elected or appointed.

ARTICLE 6

THE SEAL AND APPLICATION OF THE MODEL ARTICLES

- 6.1 The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board, and every instrument to which the seal shall be affixed shall be signed by the Chairman and shall be countersigned by the Chief Executive Officer or by a Director or by some other person appointed by the Board for the purpose.
- 6.2 In so far as these Articles do not exclude or modify the model articles for company limited by guarantee contained in Schedule 3 of the Companies (Model Articles) Notice (Chapter 622H), those model articles shall, so far as applicable, be the Articles of the HKFA in the same manner and to the same extent as if they were contained herein.

CHAPTER III

MEMBERSHIP

ARTICLE 7

MEMBERSHIP

- 7.1 Members of the HKFA shall be those affiliated to the HKFA and admitted as Members in the terms of these Articles. All Members, Players, Officials and their duly authorised representatives shall be subject to and bound by the Articles, the Rules and other rules, codes and regulations of the HKFA. Members may include League Clubs, District Sports Associations, League representatives, Player group, referee groups, coach groups and other agencies so long as they are compliant with the membership criteria set out in Article 8.
- 7.2 The Statutes and Regulations of Members of the HKFA must be approved by the Board of the HKFA.
- 7.3 The Members of the HKFA shall take all decisions on any matters regarding their membership independently of any external body.
- 7.4 No natural or legal person involved in the management, administration or sporting performance of a League Club shall either directly or indirectly exercise control over another League Club whenever the integrity of any match or competition could be jeopardized.
- 7.5 The liability of the Members is limited.
- 7.6 Every Member undertakes to contribute to the assets of the HKFA in the event of its being wound up while he is a Member, or within one year afterwards, for the payment of the debts and liabilities of the HKFA contracted before he ceases to be a Member, and 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 HK\$1,000.00.
- 7.7 Membership of the HKFA shall consist of two classes: Voting Members and Non-Voting Members.
- 7.7.1 Voting Members shall be entitled to vote at General Meetings and shall be the only class of Members who are entitled to vote at General Meetings. Voting Members shall be divided into two subcategories: (a) League Clubs and (b) Affiliate Members. If a League Club ceases to participate in Matches organised by the HKFA, it shall automatically become a Non-Voting Member but shall be entitled to apply again to become a Voting Member in accordance with Articles 8.1 and 8.2.
- 7.7.2 Non-Voting Members shall be entitled to attend but shall not be entitled to vote at General Meetings.
- 7.8 Membership of the HKFA is not transferable.

ARTICLE 8

ADMISSION PROCEDURE FOR MEMBERSHIP

- 8.1 The terms and conditions of membership shall be determined as set out in these Articles. Any legal or natural person wishing to become a Voting Member shall apply in writing to the Chief Executive Officer or the President and such application, if the applicant is a legal person, must include the following items where applicable:
- 8.1.1 a copy of its statutes and rules which shall be legally valid and which must be approved by the Board;
- 8.1.2 a declaration that it is located and registered in Hong Kong;
- 8.1.3 a declaration that itself and its own members and officials shall comply with the Statutes and Regulations of FIFA and AFC, the Articles and the Laws of the Game;
- 8.1.4 a declaration of its independence and that it is freely able to make its own decisions and exercise independent authority when required to vote as a Member;
- 8.1.5 a list of its officials and those who are authorised to represent it;

- 8.1.6 a declaration that it is dedicated to the development of football as a primary objective or that it provides significant services and benefit to football; and
- 8.1.7 a declaration outlining the ownership, structure and control mechanisms of the applicant.
- 8.2 The Board shall request that the Assembly either to admit or not admit an applicant as a Voting Member.
- 8.3 Voting Members, once admitted, must ensure compliance with the criteria set out in Article 8.1 and provide evidence of such compliance if requested by the Board.
- 8.4 Any legal or natural person wishing to become a Non-Voting Member shall apply to the general secretariat of the HKFA and provide such documentation as requested by the Board from time to time. The Board has absolute discretion whether to admit an applicant as a Non-Voting Member.

ARTICLE 9

FOOTBALL FORUM

- 9.1 In order to assist the Assembly in its decision to admit new Voting Members, new applicants under Article 8.1 may be first admitted into the Football Forum by the Board, which discusses the issues of all football matters and is able to make comments and suggestions to the Assembly. The Football Forum shall meet immediately prior to any meeting of the Assembly. Any person or organisation seeking entry into the Football Forum must be primarily interested in the development of football or provide significant services to football. At any time at least three months after having been admitted to the Football Forum, members of the Football Forum may apply to the Board to become Voting Members and to join the Assembly. For the avoidance of doubt, members of the Football Forum are not Non-Voting Members unless they apply for non-voting membership of the HKFA pursuant to Article 8.4, and are not Voting Members unless they apply for voting membership of the HKFA pursuant to this Article 9.1.

ARTICLE 10

MEMBERSHIP RIGHTS AND OBLIGATIONS

- 10.1 Upon acceptance of its membership to the HKFA, such Member shall immediately:
 - (a) become entitled to the benefits and privileges of the HKFA including distribution of financial benefits and entitlement of entry into the Assembly and an opportunity to nominate its representatives for Election to the Board;
 - (b) become liable for all payments, fees, subscriptions due for the year;
 - (c) be bound by the Articles, the Rules and other rules, codes and regulations of the HKFA;
 - (d) take part in competitions organised by the HKFA (if the Member is a League Club); and
 - (e) be able to exercise all other rights arising from the Articles.
- 10.2 The Members have, inter alia, the following obligations:
 - (a) to comply fully with the Statutes, Regulations, directives or decisions of FIFA, AFC and the HKFA at all times and to ensure that these are also respected by its Members;
 - (b) to ensure the election of their decision-making bodies;
 - (c) to take part in competitions and other sports activities organised by the HKFA if appropriate;
 - (d) to pay their membership subscriptions;
 - (e) to respect the Laws of the Game as laid down by IFAB and to ensure that these are also respected by their members through a statutory provision;
 - (f) to ensure that any dispute involving themselves or one of their members and relating to the Statutes, Regulations, directives or decisions of FIFA, AFC or the HKFA shall come solely under the jurisdiction of the appropriate arbitration tribunal of FIFA, AFC or the HKFA and that any recourse to Courts of Law is prohibited;

- (g) to communicate to the HKFA any amendment of their Statutes and Regulations as well as the list of their officials or persons who are authorised signatories with the right to enter legally binding agreements with third parties;
- (h) not to maintain any relations of a sporting nature with entities that are not recognised by the HKFA or with Members that have been suspended or expelled;
- (i) to observe the principles of loyalty, integrity and good sporting behaviour as an expression of fair play;
- (j) to administer a register of members which shall regularly be updated; and
- (k) to comply fully with all other duties arising from the Statutes and other Regulations of FIFA, AFC and the HKFA.

Violation of any obligation by any Member shall lead to sanctions by the Board (or any of its committees) which may:

- 10.2.1 suspend such Member either permanently, sine die or for a stated period;
- 10.2.2 fine such Member;
- 10.2.3 publicly censure or reprimand such Member;
- 10.2.4 charge such Member with all expenses of and incidental to the hearing in relation to the allegation of violation by such Member;
- 10.2.5 order such Member to make such publication in its programme as the Board may deem fit; and/or
- 10.2.6 take, or refrain from taking, such other action against such Member as the Board thinks fit.

ARTICLE 11

SUSPENSION, EXPULSION AND RESIGNATION OF MEMBERS

- 11.1 Membership of Voting Members may be suspended by the Board if a Member has been found guilty of making a material misrepresentation in its initial application, in any subsequent application for renewal of membership or in any request for evidence pursuant to Article 8.3. Suspension or reinstatement of Voting Members is subject to ratification by the Assembly on a simple majority of votes (i.e. 50% plus one) of Members present and entitled to vote at a General Meeting.
- 11.2 The Assembly may expel a Voting Member if:
 - (a) it fails to fulfil its financial obligations; or
 - (b) it seriously violates the Articles, Statutes, Regulations, directives or decisions of FIFA, AFC or the HKFA.

The presence of an absolute majority (50% plus one) of Members present and entitled to vote at a General Meeting is necessary for an expulsion to be valid.
- 11.3 Any Member intending to resign from membership of the HKFA and not to participate in the League or the coming Season should do so at least one month before the commencement of the relevant Season (as determined by the Board) and in the event of not doing so will be liable for any outstanding amounts as determined by the Board for the coming season as well as any other obligations. Any Member whose membership is suspended or expelled shall remain liable for any payments, fees, subscriptions or money due and unpaid and the Board may deduct from any monies due to such Members payments, fines, fees or other amounts due by such Members to the HKFA.
- 11.4 Fees, payments, subscriptions or other levies shall be determined by the Board each Season and notified to the Members.
- 11.5 Any decision to suspend or expel a Non-Voting Member from membership of the HKFA shall be in the absolute discretion of the Board provided that the Board shall provide written reasons for its decision to that Non-Voting Member. If that Non-Voting Member wishes to challenge the decision of the Board, it must file with the Board a written notice of the challenge within seven

days from the date on which the Board provides its written reasons to the Non-Voting Member. The Board shall then include in the agenda of the following AGM the consideration of and a resolution on whether to suspend or expel that Non-Voting Member from membership of the HKFA. For the avoidance of doubt, even if a Non-Voting Member files the written notice pursuant to this Article 11.5 in respect of its suspension or expulsion, the Non-Voting Member shall remain suspended until the suspension or expulsion (as the case may be) is ratified or rescinded by the Assembly.

CHAPTER IV

HONORARY LIFE PRESIDENT, HONORARY PRESIDENTS AND HONORARY VICE PRESIDENTS

ARTICLE 12

- 12.1 The Board shall have the power at any time and from time to time to appoint any person who has rendered valuable services to the HKFA to become an Honorary Life President. Not more than one such Honorary Life President shall hold office at any one time and the period of holding office is not limited until otherwise determined by the Board. Any person so appointed shall be entitled to such privileges as the Board may from time to time determine but without any payment of any subscription fee or any liability of a Member nor shall such person have any voice in the management of the affairs of the HKFA or vote at any of its Board or Assembly meetings.

ARTICLE 13

- 13.1 The Board shall have the power at any time and from time to time to appoint any person who has made a significant financial contribution or contribution in-kind to the HKFA to become an Honorary President. Any number of such Honorary Presidents may hold office at any one time and the period of office shall be two years. Any person so appointed shall be entitled to such privileges as the Board may from time to time determine but without any payment of any subscription fee or any liability of a Member. The Honorary Presidents may take part in the meetings of the Assembly and joint debates but are not entitled to vote. They have no right to attend Board meetings unless invited.

ARTICLE 14

- 14.1 The Board shall have the power at any time and from time to time to appoint persons who have rendered valuable services to the HKFA to become Honorary Vice Presidents. Not more than five such Honorary Vice Presidents shall hold office at any one time and the period of office shall be two years. Any person or persons so appointed shall be entitled to such privileges as the Board may from time to time determine but without any payment or any subscription fee or any liability of a Member. Such person may be re-appointed by the Board at the end of his period of office. The Honorary Vice Presidents may take part in the meetings of the Assembly and joint debates but are not entitled to vote. They have no right to attend Board meetings unless invited.

CHAPTER V
ORGANISATION

ARTICLE 15

BODIES OF THE HKFA

- 15.1 The Assembly is the supreme and legislative body of the HKFA and comprises representatives of the Members (Articles 16 - 22).
- 15.2 The Board is the executive body of the HKFA and comprises the President, the Chairman and the Directors (Articles 24 - 28).
- 15.3 The Task Force, Standing Committees and ad-hoc committees shall advise and assist the Board in fulfilling its duties. Their duties, composition and function are defined in these Articles and special regulations drawn up by the Board for that purpose.
- 15.4 The Chief Executive Officer shall have an administrative team of Directorates which together shall comprise the administrative body of the HKFA.
- 15.5 The Judicial Bodies of the HKFA are the Disciplinary Committee and the Appeal Committee.
- 15.6 Members of the bodies of the HKFA described in these Articles 15.1 to 15.5 shall be elected or appointed without any external influence and in accordance with these Articles.

A.

ARTICLE 16

ASSEMBLY

- 16.1 Meetings of the Assembly shall be General Meetings of the HKFA.
- 16.2 Not more than two representatives of each Member are entitled to attend each General Meeting but the voting rights on each resolution may be exercised by one representative only of each Voting Member.
- 16.3 The President of the Board shall chair and manage the meetings of the Assembly (in compliance with the Articles and Standing Orders of Assembly) but without having any voting rights. The Directors and the Chief Executive Officer are entitled to attend General Meetings but without any voting rights; their presence is merely for consultation and opinions.
- 16.4 The Honorary Life President, Honorary Presidents and Honorary Vice Presidents may take part in the meetings of the Assembly. They may participate in the debates but are not entitled to vote.

ARTICLE 17

AGM

- 17.1 The HKFA shall in each year hold an AGM in addition to any other General Meetings in that year, and shall specify the meeting as such in the notice calling it. The AGM shall be held at such place, date, time and manner as the Board shall direct. In addition, the Board may determine whether the AGM may be conducted by telephone conference, video conference or other electronic means. At least one AGM shall be held in every calendar year. The HKFA must hold an AGM within nine months after the end of its accounting reference period by reference to which a financial year is to be determined.
- 17.2 Copies of all documents relevant to the proceedings including the financial statements of the HKFA from the previous year, the annual address of the President, the annual reports of the Board/Chief Executive Officer shall be forwarded to all Members at least 21 days prior to the AGM.
- 17.3 The President shall set the agenda of the AGM.
- 17.4 The business of the AGM shall include:-

- 17.4.1 A reading of the notice convening the AGM;
 - 17.4.2 The consideration of and vote on any proposal of the Board to suspend or expel any Member;
 - 17.4.3 The perusal and acceptance or rejection of the written credentials of the person/s representing each Member at the AGM. Such credentials shall be on the Members' official letterhead;
 - 17.4.4 The consideration of the minutes of the previous AGM and any subsequent General Meeting;
 - 17.4.5 To receive the annual address by the President of the HKFA;
 - 17.4.6 The consideration of the annual report for the previous year of the Board and/or the annual report prepared by the Chief Executive Officer;
 - 17.4.7 The consideration of the audited annual accounts of the HKFA for the previous financial year;
 - 17.4.8 The consideration and adoption of any proposed amendments to the Articles;
 - 17.4.9 The consideration of any proposal/s by Voting Members for inclusion in the agenda of the AGM provided however that such proposal/s must reach the Chief Executive Officer not less than 42 days prior to the date of the AGM;
 - 17.4.10 The consideration and submission of recommendations by the Assembly to the Board of the HKFA; and
 - 17.4.11 The admission of new Members.
- 17.5 Minutes of every AGM shall be available for inspection by Members at the offices of the HKFA within 30 days of the completion of each AGM, and circulated to the Members within such time.

ARTICLE 18

GENERAL MEETINGS

- 18.1 The Board may convene a General Meeting at any place, date, time and manner and specify the agenda. In addition, the Board may determine whether the General Meeting may be conducted by telephone conference, video conference or other electronic means.
- 18.2 The Board shall convene a General Meeting if Voting Members representing at least 5% of the total voting rights of all the Members having a right to vote at General Meetings make a request in writing, such request shall specify the items for the agenda or in default may be convened by the Voting Members who made such requisition, as provided by section 566 of the Ordinance.
- 18.3 Members shall be notified of the place, date and agenda at least 14 days before date of General Meeting if a special resolution is to be passed at such General Meeting.

ARTICLE 19

NOTICES OF MEETINGS

AGM

- 19.1 An AGM shall be convened on no less than 21 days' notice to all Members.

GENERAL MEETINGS

- 19.2 A General Meeting other than an AGM shall be convened on no less than 14 days' notice to all Members.
- 19.3 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any Member shall not invalidate the proceedings at such meeting.

BOARD MEETINGS

- 19.4 A Board meeting must be convened in writing by the Chairman. The Chief Executive Officer or the General Secretary must then give notice to each of the Directors, such notice to be given at

least five days prior to such meeting save on emergency matters when 48 hours' notice is required.

STANDING COMMITTEES AND JUDICIAL BODIES

19.5 A Standing Committee or Judicial Body meeting or hearing must be convened in writing by the General Secretary (or any person(s) authorised by him) giving notice to all of the Standing Committee or Judicial Body members (as the case may be) by no later than midday of the third working day prior to such meeting or hearing.

ARTICLE 20

QUORUM

AGM AND GENERAL MEETING

20.1 No business shall be transacted at any General Meeting unless a quorum comprising 25% of Voting Members entitled to vote is present. If the General Meeting is conducted by telephone conference, video conference or other electronic means, a Voting Member or its representative shall be deemed to be present at a General Meeting if he/she participants by telephone conference, video conference or other electronic means and all Voting Members participating in the General Meeting are able to communicate with each other.

20.2 If a quorum under Article 20.1 is not achieved, a second General Meeting shall take place 24 hours after the first General Meeting and a quorum is not required for the second General Meeting unless any items on the agenda propose amendments to the Articles, Election of Directors or expulsion of Members.

BOARD MEETINGS

20.3 A quorum for meetings of the Board shall be five. If the Board meeting is conducted by telephone conference, video conference or other electronic means, a Director shall be deemed to be present at a Board meeting if he/she participants by telephone conference, video conference or other electronic means and all Directors participating in the Board meeting are able to communicate with each other.

STANDING COMMITTEES AND JUDICIAL BODIES

20.4 The quorum for meetings of the Disciplinary and Ethics Committee and Appeal Committee shall be three.

20.5 The quorum for meetings of the Finance and Strategy Committee, Organisational Development Committee, Technical and Playing Committee and Referees Committee shall be three. The quorum for meetings of the Audit Committee shall be two.

ARTICLE 21

VOTING RIGHTS AT GENERAL MEETINGS

21.1 At General Meetings, each Voting Member shall have one vote each and such vote shall be cast by its duly authorised representative. For the avoidance of doubt, no other classes of Member except Voting Members are entitled to vote at General Meetings. Except for Elections, the manner of voting shall be decided by the President and shall ordinarily be by show of hands.

21.2 Ordinary resolutions shall be passed if more than 50% of the Voting Members in attendance vote in favour.

21.3 Resolutions relating to a change of these Articles, and specifically Articles relating to membership of the Assembly and the Board, general governance and constitutional changes, require at least 75% of the Voting Members in attendance to vote in favour.

ARTICLE 22

ELECTIONS

22.1 Elections shall be conducted by secret ballot and in accordance with the Electoral Code.

22.2 For a person to be elected, an ordinary resolution passed at a General Meeting by the Voting Members is necessary.

22.3 If the number of candidates for Election of a category of Directors is more than the number of available position(s) in that category, the candidate who obtains the lowest number of votes in each ballot shall be eliminated from the subsequent ballot(s) until the number of available

positions equals the number of candidates, unless in any ballot a candidate achieves an absolute majority and he or she shall then be immediately elected. For the purposes of Article 21.1, Voting Members shall have one vote each for each available position in a category of Directors.

ARTICLE 23

MINUTES

- 23.1 The Chief Executive Officer or his delegated secretary shall be responsible for recording the minutes of each General Meeting. The minutes shall be approved at the next General Meeting.

B.

ARTICLE 24

BOARD

24.1 The management and control of the HKFA shall vest in the Board and the Board shall consist of the following Directors, each of whom shall be elected by the Voting Members at a General Meeting:

24.1.1 A President of the HKFA. The President shall serve for a maximum of four terms (with each term being a maximum of four years);

24.1.2 A Chairman of the HKFA. The Chairman shall serve for a maximum of two terms (with each term being a maximum of four years);

24.1.3 Four Club-Linked Directors. Each Club-Linked Director shall be linked to a League Club and shall only be eligible to serve for a maximum of two terms (with each term being a maximum of four years); and

24.1.4 Five Non-Club-Linked Directors. The Non-Club-Linked Directors shall be independent of all League Clubs and shall not have any interest whatsoever or hold any position in any League Club. Such Non-Club-Linked Directors shall only be eligible to serve for a maximum of two terms (with each term being a maximum of four years).

For the purposes of this Article 24.1:

(i) a 'term' of service of a Director means any time period which he has served as a Director, even if such time period is less than four years; and

(ii) unless otherwise specified in the resolution electing such Director and subject to Article 26.2, 'each term being a maximum of four years' means that the term of a Director shall commence immediately after the General Meeting at which he is elected and shall end immediately after the General Meeting four years later at which Elections are held.

24.2 A Director shall not be eligible for re-election as a Director after he or she has served on the Board for the maximum number of terms specified in Article 24.1, except that:

24.2.1 A Club-Linked Director or Non-Club-Linked Director shall be eligible to stand for Election as the President or the Chairman, and any term already served by such Director as a Club-Linked Director or Non-Club-Linked Director (as the case may be) shall be disregarded in determining the maximum number of terms they may serve as the President or Chairman; and

24.2.2 A Chairman shall be eligible to stand for Election as the President, and any term already served by such Director as the Chairman or as a Director shall be disregarded in determining the maximum number of terms he may serve as the President.

24.3 A member of the Board may not at the same time be a member of a Judicial Body of the HKFA.

24.4 One member of the Board shall be nominated by the Board to serve as Honorary Treasurer and shall chair the Finance and Strategy Committee.

24.5 In addition to the members of the Board specified in Articles 24.1.1 to 24.1.4, the Board may appoint for a term not exceeding four years and dismiss at any time Special Advisors who shall provide assistance and guidance in football, government, commercial or other areas. Special Advisors may not vote in Board meetings or Assembly meetings. Ex-directors can serve as Special Advisors. Special Advisors can be reappointed.

24.6 The Board may from time to time delegate to the Chief Executive Officer some or all of its functions and powers in relation to the day to day management and administration of the HKFA and those delegated powers are as follows:

24.6.1 to approve, appoint and dismiss staff and consultants whose annual salary or fees are less than HK\$500,000;

- 24.6.2 to approve expenditure on all agreed budgeted projects and non-budget items up to HK\$500,000;
 - 24.6.3 to approve the completion of contracts with an annual value of up to HK\$500,000 in respect of and including the running of the HKFA administration and building;
 - 24.6.4 to negotiate major contracts with final ratification by the Board; and
 - 24.6.5 to sub-contract or delegate his own powers to employees and Directorates of the HKFA.
- 24.7 The Board has overall responsibility of the HKFA to do all such acts and exercise all such power of the HKFA as may be required to give effect to the objects of the HKFA described in Article 2.2, which are not specifically required to be done or exercised by the Assembly to:
- (a) ensure that strategy targets and policies are delivered;
 - (b) engage and employ personnel for the HKFA upon terms as deemed necessary or convenient;
 - (c) recommend amendments to the Articles to be voted upon by the Assembly;
 - (d) open and operate bank accounts;
 - (e) levy membership and other fees and registration against Members;
 - (f) appoint members of and define the terms of reference of Standing Committees and sub-committees pursuant to Articles 29.1 and 30.1;
 - (g) refer any matter whatsoever to a Standing Committee, sub-committee of the Board or the Chief Executive Officer; and
 - (h) to adopt and amend from time to time the Rules, Regulations, Standing Orders, Code of Conduct, Code of Ethics, Disciplinary Code, Electoral Code and all other relevant rules or regulations of the HKFA which are not specified in these Articles to require the approval of the Assembly to be adopted or amended.
- 24.8 The Board shall elect among themselves one or two Directors as the Vice Chairman(men). Both Club-Linked Directors and Non-Club-Linked Directors are eligible to be elected as the Vice Chairman(men).
- 24.9 The President is the head of the HKFA and shall have the following powers and duties to:
- (a) represent the HKFA in all circumstances and, in particular, with FIFA, AFC, SF & OC, Hong Kong and international organizations;
 - (b) preside and act as chairperson of the meeting of the Assembly;
 - (c) ensure the implementation of the decisions passed by the Assembly and the Board; and
 - (d) consult and comply with Board decisions regarding voting and actions of him on behalf of the HKFA in FIFA, AFC, SF & OC, Hong Kong and international organizations.
- 24.10 The Chairman is the chairman of the Board of the HKFA and is responsible for leading and managing the Board, obtaining the support and confidence of the Board members and stakeholders, and devoting sufficient time to the HKFA's affairs. The Chairman shall have the following additional powers and duties:
- (a) if, at a Board meeting, the number of votes for and against a proposal is equal, the Chairman shall have a casting vote;
 - (b) in the event that the President is absent or unavailable, the Chairman shall deputize and discharge the President's duties; and
 - (c) refer all alleged or purported breaches of the Code of Ethics brought to his attention directly to the chairman of the Disciplinary Committee.

- 24.11 In the event that the Chairman is absent or unavailable, the Vice Chairman shall deputize and discharge the Chairman's duties. If there is more than one Vice Chairman available and willing to do so, the Directors may choose one of such Vice Chairmen to deputize and discharge the Chairman's duties (including the Chairman's duties to deputize and discharge the President's duties in Article 24.10(b)).
- 24.12 In the event that each of the President, Chairman and Vice Chairman(men) is absent or unavailable to discharge his relevant duties (including the duty to deputize and discharge another person's duties), the participating Directors shall elect among themselves one of them to discharge the relevant duties.
- 24.13 The General Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board thinks fit and any General Secretary so appointed may be removed by the Board. A provision of the Ordinance or these Articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

ARTICLE 25

ELECTIONS TO THE BOARD

- 25.1 The Board of the HKFA shall be elected at a General Meeting by secret ballot and in accordance with the Electoral Code.
- 25.2 Members who are entitled to vote at a General Meeting may nominate and second candidates for Election to the Board of the HKFA not less than 40 days and not more than 60 days prior to the General Meeting at which the Election of the Board is to take place, provided that:
 - 25.2.1 the chairman and/or secretary/general secretary of the proposing Voting Member and the seconding Voting Member shall sign the nominations;
 - 25.2.2 such nominee is present at and accepts the nomination at the General Meeting; and
 - 25.2.3 no Member shall be entitled to be represented by more than one representative on the Board.
- 25.3 A candidate for the position of President or Chairman may either be an independent person or a representative of any Voting Member of the Assembly.
- 25.4 No person shall be incapable of being appointed a member of the Board by reason of his having attained the age of seventy years or any other age, nor shall any Director vacate his office by reason of his attaining the age of seventy years or any other age.
- 25.5 Starting in 2019,
 - 25.5.1 the Board shall convene a General Meeting every two years as an Election General Meeting and shall specify the General Meeting as an Election General Meeting in the notice calling it;
 - 25.5.2 for purposes solely in relation to the appointment, retirement by rotation and re-election of Directors, the Directors shall be divided into two groups, namely "Group A" and "Group B". Group A shall consist of the President, the Chairman, two Club-linked Directors and two Non-Club-linked Directors. Group B shall consist of two Club-linked Directors and three Non-Club-Linked Directors;
 - 25.5.3 each Director shall be designated into Group A or Group B in accordance with Article 25.5.2 and the resolution electing such Director; and
 - 25.5.4 at each Election General Meeting, Directors from Group A or Group B shall retire from office by rotation in the order that the Directors from Group A shall retire in the Election General Meeting to be held in 2019, followed by the Directors from Group B in the Election General Meeting two years after that. In the Election General Meeting following the retirement of the Directors of Group B, the cycle for the retirement of Directors shall commence with the Directors of Group A again.

ARTICLE 26

DISQUALIFICATION AND VACANCY

- 26.1 A vacancy in the office of the Board shall occur upon death, resignation, disqualification or vacation of office of a Director in accordance with Article 26.3.
- 26.2 The Board may convene a General Meeting for the purpose of filling such vacancy or may delay such appointment until the AGM. If a Director is elected to fill such vacancy, his first term as a Director shall be the remaining term of the departing Director.
- 26.3 The office of a Director shall be vacated if the Director:-
- (i) without the consent of the Voting Members by ordinary resolution, holds any office of profit under the HKFA; or
 - (ii) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (iii) becomes prohibited from being a Director by reason of any disqualification order made under Part IVA of the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32); or
 - (iv) is found lunatic or becomes of unsound mind; or
 - (v) resigns his office by notice in writing to the Board; or
 - (vi) is directly or indirectly interested in any contract with the HKFA and fails to declare the nature of his interest in manner required by section 536 of the Ordinance; or
 - (vii) is found to have a criminal record (except traffic offences) in any jurisdiction in the world; or
 - (viii) is found to have supplied any false information in any of his declarations as required to be made before he takes the office; or
 - (ix) is found to have committed misconduct of a serious nature, such as found to have been involved in influencing the result of a match or committing serious breaches of the Code of Conduct; or
 - (x) is found to have brought the game of football or the HKFA into disrepute.
- 26.4 If there is any dispute among the Directors as to whether the office of a Director shall be vacated pursuant to Article 26.3, a determination by not less than two-thirds of all Directors at the relevant time (other than the relevant Director in question who shall not vote or be counted as part of the quorum for such Board decision) shall determine such dispute. The relevant Director shall be entitled to appeal against such determination to the Arbitration Tribunal in accordance with Article 36.2 whose decision shall be final and conclusive in relation to the dispute.

ARTICLE 27

MEETINGS OF THE BOARD

- 27.1 The Board shall meet at least six times each year.
- 27.2 The Chairman shall convene Board meetings and compile the agenda. The Chairman may determine whether the Board meeting may be conducted by telephone conference, video conference or other electronic means. Each member of the Board is entitled to propose items for inclusion in the agenda.
- 27.3 Board meetings shall not be held in public. The Board may however invite third parties to be present but not to vote.
- 27.4 A Director shall not vote or be counted as part of the quorum in respect of any Board decision related to any proposed transaction, arrangement or contract with the HKFA that is significant in relation to the HKFA's business, and in which he is interested or any matter arising therefrom. Such Director must declare his such interest at the beginning of any Board meeting in accordance with section 536 of the Ordinance and he may be asked to leave the Board meeting. The Board may suspend a Director for breach of this Article 27.4 and may declare, subject to applicable law, any resolution on a matter in which an interested Director has voted as void.

ARTICLE 28

BOARD DECISIONS AND RESOLUTIONS

- 28.1 Decisions of the Board shall be passed by a simple majority of Directors present and voting unless otherwise stated.
- 28.2 Resolutions and decisions of the Board, as noted in the minutes of the Board meeting or written resolutions of the Board, shall be binding upon all referees, affiliated associations and League Clubs and all Members thereof, until they are rescinded or varied either:
- 28.2.1 by the votes of a two-thirds majority of the Directors present and voting in any subsequent Board meeting, with the proposed rescission or variation expressly placed on the agenda of such Board meeting; or
- 28.2.2 by the votes of a majority of Voting Members present and voting at a General Meeting.
- 28.3 A resolution in writing, signed by not less than three-fourth of the eligible Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. A reference in this article to eligible Directors is a reference to Directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a Board meeting.

C.

ARTICLE 29

STANDING COMMITTEES

- 29.1 The Standing Committees shall advise and assist the Board in fulfilling its duties. The duties, composition and functions of the Standing Committees shall be set out in the Articles or determined by the Board. As at the date of adoption of these Articles, the Standing Committees are the Disciplinary and Ethics Committee, the Appeal Committee, the Finance and Strategy Committee, the Organisational Development Committee, the Technical and Playing Committee, the Audit and Compliance Committee and the Referees Committee. The Board shall have the power to create any new Standing Committees as it deems necessary or appropriate.

ARTICLE 30

SUB-COMMITTEES

- 30.1 The Board shall have the power to appoint sub-committees in its sole and absolute discretion and each sub-committee shall consist of such persons who are appointed by the Board. The sub-committee should consist of at least three members who shall act in conformity with and apply the Articles of the HKFA. Sub-committees will submit proposals and recommendations to the Board however they shall have no authority to make or take decisions on behalf of the HKFA and shall not make any public statements or announcements without the authority of the Board.

D.

ARTICLE 31

JUDICIAL BODIES

- 31.1 The Judicial Bodies of the HKFA are:
- (a) the Disciplinary and Ethics Committee; and
 - (b) the Appeal Committee.
- 31.2 The responsibilities and functions of these bodies shall be stipulated in the Disciplinary Code of the HKFA.
- 31.3 No members of any League Club or the Board may serve as a member of any of the Judicial Bodies.

ARTICLE 32

DISCIPLINARY AND ETHICS COMMITTEE

- 32.1 The Disciplinary and Ethics Committee shall consist of a chairman, deputy chairman and the number of members deemed necessary. The chairman and the deputy chairman of the Disciplinary and Ethics Committee shall preferably have legal qualifications or relevant experiences.
- 32.2 The functions and responsibilities of the Disciplinary and Ethics Committee shall be governed by the Disciplinary Code of the HKFA and the committee shall pass decisions only in accordance with the Disciplinary Code.
- 32.3 The Disciplinary and Ethics Committee may pronounce the sanctions described in documents comprising the Articles, the Code of Ethics and the Disciplinary Code upon Members, Officials, Players, League Clubs and Match and Player Agents.

ARTICLE 33

APPEAL COMMITTEE

- 33.1 The Appeal Committee shall consist of a chairman, deputy chairman and the number of members deemed necessary. The chairman and if possible the deputy chairman of the Appeal Committee shall preferably have legal qualifications or relevant experiences.
- 33.2 The function of the Appeal Committee shall be governed by the Disciplinary Code of the HKFA and the committee shall pass decisions only in accordance with the Disciplinary Code.

- 33.3 The Appeal Committee is responsible for hearing appeals against decisions from the Disciplinary and Ethics Committee and the decisions of the Appeal Committee are final.

ARTICLE 34

DISCIPLINARY MEASURES

- 34.1 The disciplinary measures are set out in the Disciplinary Code and comply with the Statutes of FIFA and they include the following:
- 34.1.1 for natural and legal persons: a warning, a reprimand, a fine or return of award;
 - 34.1.2 for natural persons: a caution, expulsion and match suspension, a ban from dressing rooms or the substitutes bench, a ban from entering the stadium, a ban from taking part in any football-related activity; and
 - 34.1.3 for legal persons: a transfer ban, playing a match without spectators, playing a match in a neutral territory, a ban on playing in a particular stadium, annulment of the result of the match, expulsion, forfeit, deduction of points and/or relegation to a lower division.

ARTICLE 35

JURISDICTION

- 35.1 The HKFA, its Members, Players, Officials, Match Agents and Player Agents will resolve any disputes or disagreement according to the statutes, rules, regulations and/or the Articles of FIFA, AFC or the HKFA respectively as relevant and applicable, except where specifically provided otherwise in the Articles and the Regulations of FIFA.
- 35.2 In these Articles, references to “internal disputes” shall mean disputes where all parties to those disputes belong to the HKFA or participate in Matches organised by the HKFA (including where one of the parties is the HKFA) and references to “international disputes” shall mean disputes where one or more parties belong to different associations or confederations (or is such a foreign association or confederation). The HKFA shall have jurisdiction in respect of internal disputes. FIFA shall have jurisdiction in respect of international disputes.

ARTICLE 36

COURT OF ARBITRATION FOR SPORT AND ARBITRATION TRIBUNAL

- 36.1 In accordance with the relevant articles of the FIFA Statutes, any appeal against the final and binding decisions of FIFA, AFC or the HKFA shall be submitted exclusively by way of appeal to the CAS which will resolve the dispute definitively in accordance with the code of sports-related arbitration. The time limit for appeal is 21 days after receipt of the decision concerning the appeal. Parties belonging to the HKFA shall not be entitled to appeal to CAS disputes arising from or connected with violations of the Laws of the Game, suspensions of up to four matches or up to three months, or decisions passed by an independent and duly constituted arbitration tribunal of an association or confederation (such as the Arbitration Tribunal of the HKFA). The HKFA shall ensure its full compliance and that of its Members, Players and Officials and Match and Player Agent with any final decision passed by FIFA or CAS.
- 36.2 The HKFA shall create an Arbitration Tribunal, and the Board shall draw up special regulations regarding the composition, jurisdiction and procedural rules of this Arbitration Tribunal.
- 36.2.1 If no such special regulations are drawn up or such special regulations do not exclude or modify the HKIAC Domestic Arbitration Rules, the HKIAC Domestic Arbitration Rules shall, so far as applicable, be adopted and applied by the Arbitration Tribunal to the extent consistent with these Articles.
 - 36.2.2 Unless otherwise provided for in the Rules, any dispute, controversy, difference or claim arising out of or relating to these Articles or the Rules or any other rules, codes and regulations of the HKFA (including the existence, validity, interpretation, performance, breach or termination thereof or any dispute regarding non-contractual obligations arising out of or relating to them), and all internal disputes between the HKFA, its Members, Players, Officials and Match and Player Agents that do not fall under the jurisdiction of the Judicial Bodies of the HKFA (as described in Article 31.1), shall be referred to and finally resolved by arbitration at the Arbitration Tribunal pursuant to the special regulations of the Board for this purpose (or, if no such regulations are drawn up, the HKIAC Domestic Arbitration Rules in force when the notice of arbitration is

submitted pursuant to the HKIAC Domestic Arbitration Rules to the extent consistent with these Articles).

- 36.2.3 The law of the arbitration clause as contained in this Article 36.2 shall be Hong Kong law.
- 36.2.4 The seat of arbitration shall be Hong Kong.
- 36.2.5 The number of arbitrator(s) shall be determined by reference to the special regulations of the Board (if any) and, if not so determined, shall be one.
- 36.2.6 The arbitration proceedings shall be conducted in English unless the arbitrator(s) and the parties otherwise agree.
- 36.2.7 None of the provisions of Schedule 2 of the Arbitration Ordinance (Chapter 609) shall apply to any arbitration under this Article 36.2.

ARTICLE 37

CODE OF ETHICS

- 37.1 It is the responsibility of the Chairman to refer all alleged or purported breaches of the Code of Ethics brought to his attention directly to the chairman of the Disciplinary and Ethics Committee.
- 37.2 Any aggrieved party may refer an alleged breach of the Code of Ethics to the chairman of the Disciplinary and Ethics Committee.
- 37.3 The Disciplinary and Ethics Committee shall have the power to:
 - (a) investigate, determine, prosecute and hear any complaint against any Member, its representative or agent, Player and League Club's official and Match official;
 - (b) hear the matter in a manner determined by the Disciplinary and Ethics Committee; and
 - (c) cause to appear in person before it any Member or its employee, Player, chairman, director, official or representative or agent or Match official against whom a complaint has been filed.
- 37.4 A hearing of the Disciplinary and Ethics Committee shall be carried out informally behind closed doors in a summary manner. The Disciplinary and Ethics Committee shall have the power to sanction a Member, its representative or agent, Player, League Club's official or Match official found to have breached the Code of Ethics the maximum penalty for which shall be:-
 - 37.4.1 the first breach in any one Season, not more than HK\$5,000; and
 - 37.4.2 any subsequent breach in the same Season not more than HK\$25,000.
- 37.5 The Disciplinary and Ethics Committee may also suspend the Member, its representative or agent, Player, League Club's official or Match official from any or all football-related activities where a breach of the Code of Ethics is also a breach of the Rules.

CHAPTER VI

FINANCE

ARTICLE 38

- 38.1 The financial period of the HKFA shall be one year and shall begin on the 1st July and end on the 30th June each year.
- 38.2 The revenue and expenses of the HKFA shall be managed so that they balance out and the obligations in the future shall be guaranteed through the creation of reserves.
- 38.3 The Chief Executive Officer together with the Auditors are responsible for drawing up the annual consolidated accounts of the HKFA.

ARTICLE 39

REVENUE

- 39.1 The revenue of the HKFA arises specifically from:
- (a) Membership fees and subscriptions;
 - (b) Receipts generated from the marketing of rights (including sponsorship);
 - (c) Fines imposed by the authorised bodies;
 - (d) Match levies;
 - (e) Football development funding; and
 - (f) Other subscriptions and receipts.

ARTICLE 40

EXPENSES

- 40.1 The HKFA bears:
- (a) the expenses stipulated in the budget;
 - (b) other expenses approved by Assembly and expenses that the Board is entitled to incur within the scope of its authority; and
 - (c) all other expenses in keeping with the objectives pursued by the HKFA.

ARTICLE 41

INDEPENDENT AUDITORS

- 41.1 Auditors shall be appointed by the Assembly at the AGM and shall audit the accounts approved by the Finance and Strategy Committee in accordance with the appropriate principles of accounting and present a report to the Assembly. The Auditors shall be appointed for one financial period and this mandate may be renewed.

ARTICLE 42

MEMBERSHIP SUBSCRIPTION

- 42.1 Membership subscriptions are due on the date prescribed by the Board. The annual subscription for new Members for the year in question shall be paid within 30 days of the close of the General Meeting at which they were admitted.
- 42.2 The amount of the membership subscriptions shall be the same for all Members in the same class of membership.

CHAPTER VII
PREMIER LEAGUE

ARTICLE 43

DELEGATION OF AUTHORITY

- 43.1 A league of League Clubs to be known as the Premier League shall be formed.
- 43.2 The HKFA shall grant to a new company to be set up to administer the Premier League the right to organise any football competition for member clubs of the Premier League as permitted by the Statutes and rules of the Premier League.

ARTICLE 44

FORMATION OF THE PREMIER LEAGUE

- 44.1 The new Premier League shall be formed and operated in accordance with the principles set out in these Articles.