

Company No.: 2982831

ARTICLES OF ASSOCIATION

OF

HONG KONG GENUINE GOODS ALLIANCE LIMITED

香港正版正貨大聯盟有限公司

(a company limited by guarantee without a share capital)

Incorporated the 6th day of October, 2020.

INCORPORATED IN HONG KONG

THE COMPANIES ORDINANCE (CAP. 622)

**Company Limited by Guarantee
Without a Share Capital**

**ARTICLES OF ASSOCIATION
OF
HONG KONG GENUINE GOODS ALLIANCE LIMITED
香港正版正貨大聯盟有限公司**

Part A Mandatory Articles

1. Company Name

The name of the Association is
HONG KONG GENUINE GOODS ALLIANCE LIMITED
香港正版正貨大聯盟有限公司

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

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 after he ceases to be a member for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$1.

MEMBERSHIP

4. The number of members with which the Association proposes to be registered is 100,000.

CLASSES OF MEMBERSHIP

5. Membership of the Association shall consist of the following classes:

- (a) Founder Members: Members joined the Association and approved by the Executive Committee on or before December 31, 2020;

- (b) Honorary Members: Members to be invited by the Chairman or Vice Chairman or any two Directors and approved by the Executive Committee;
- (c) Corporate Members: Corporations who possess relevant qualifications in the field of genuine goods industry in Hong Kong, referred by the Chairman and one Vice Chairman or two Directors, pay the related subscription fee and approved by the Executive Committee;
- (d) Individual Members: Individuals who possess relevant working experience or relevant qualifications in the field of genuine goods industry in Hong Kong, referred by the Chairman and one Vice Chairman or two Directors, pay the related subscription fee and approved by the Executive Committee; and
- (e) Associate Members: Individuals and corporations who are interested in the field of genuine goods industry or who intend to pursue a career in the field of creative industry in Hong Kong, referred by the Chairman or one Vice Chairman or one Director, pay the related subscription fee and approved by the Executive Committee.

MEMBERSHIP SUBSCRIPTION

- 6. The initial and/or annual subscription payable by the member(s) of the Association is/are such sum or sums as is/are from time to time determined by the Board.
 - (a) Founder Member: Initial payment of HK\$10,000 per member and life-time free annual subscription;
 - (b) Corporate Member: Annual Subscription of HK\$3,000 per calendar year and in pro-rata basis for any incomplete year;
 - (c) Individual Member: Annual Subscription of HK\$3,000 per calendar year and in pro-rata basis for any incomplete year;
 - (d) Associate Member: Annual Subscription of HK\$1,000 per calendar year and in pro-rata basis for any incomplete year.
 - (e) Members paying a one-off membership fee from time to time determined by the Board shall become Life Members, regardless of which class.

MEMBERS' RIGHTS

- 7. No member can participate in or be entitled to any of the facilities, functions or benefits of the Association until he has paid his initial and annual subscription, as applicable, and satisfied any other claim the Association has against him. Founder Members, Corporate Members and

Individual Members are eligible to vote in the Annual General Meeting or Extraordinary General Meeting in the principle of one member for one vote. Associate Members are not eligible to vote in the Annual General Meeting or Extraordinary General Meeting.

8. Subject to these Articles below, all voting members are entitled to the following rights and must fulfill the following obligations:-
 - (a) to participate in all activities sponsored by the Association, subject to payment of additional fees if any that may be applicable to such activities;
 - (b) to abide by the constitution and regulations of the Association; and
 - (c) to pay applicable membership fees.
9. Only Voting Members are entitled to the following rights:
 - (a) to elect and be elected as a Director;
 - (b) to nominate one representative at any given time to elect and be elected as a Director if they are Corporate Members; and
 - (c) to vote and to cast on each resolution in a general meeting.
10. The rights of a member are personal to himself and are not transferable by his own act or operation of law and must cease upon his death, bankruptcy, insolvency, or upon his resignation or ceasing from any cause to be a member under the provisions of these Articles. Any person who by any means ceases to be a member nevertheless remains liable for and must pay to the Association all monies which at the time of his ceasing to be as a member are due from him to the Association.

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

Names, Addresses and Descriptions of Founder Members

1. Name : Ho Kai Man 何啟文
Address: House 120, Boulevard De Foret, The Beverly Hills,
Tai Po, N.T., Hong Kong
Occupation: Merchant

 2. Name : Ho Wai Hung 何偉雄
Address: No 24 Second Street, Section Q, River North,
Fairview Park, Yuen Long, N.T. Hong Kong
Occupation: Intellectual Property Professional

 3. Name : Hung Yee Man 洪綺敏
Address: Flat/Room 8/F, Harbour Pinnacle,
No. 8 Minden Avenue, Tsim Sha Tsui, Kowloon, Hong Kong
Occupation: Merchant

 4. Name : Kwan Yuk Kwan 關煜群
Address: House C, Tak Wai Garden, DD221, Lot 1742,
Sai Kung, N.T. Hong Kong
Occupation: Merchant

 5. Name : Lam Cheung Foo 林長富
Address: 2/F, No.109 Shang Hai Street, Yau Ma Tei,
Kowloon, Hong Kong
Occupation: Merchant

 6. Name : Lee Wai Wing 李偉榮
Address: Flat 917, 8/F., Block 1, Hong Lee Court,
24 Hong Lee Road, Ngau Tau Kok, Kowloon, Hong Kong
Occupation: Merchant

 7. Name : So Siu Ping Jojo 蘇少屏
Address: Flat A, 3/F., 12 Castle Lane, Hong Kong
Occupation: Merchant

 8. Name : Tam Yiu Keung 譚耀強
Address: 10 Fifth Street, Sect I, Fairview Park,
Yuen Long, N.T. Hong Kong
Occupation: Retired

 9. Name : Tang Wing Hung 鄧永雄
Address: Flat C, 11/F., Block 9, Sceneway Garden,
Lam Tin, Kowloon, Hong Kong
Occupation: Merchant
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Part B Other Articles

Part 1

INTERPRETATION

11. The model articles for companies limited by guarantee as set out in Schedule 3 of the Companies (Model Articles) Notice (Cap. 622H of the Laws of Hong Kong) do not apply.

12. In these Articles, except where the context otherwise requires:-

“**alternate**” and “**alternate Director**” means a person appointed by a director as an alternate under Article 76;

“**appointer**” has the meaning ascribed to it in Article 76;

“**associated company**”, in relation to a body corporate, means (a) a subsidiary of the body corporate; (b) a holding company of the body corporate; or (c) a subsidiary of such a holding company;

“**Associate Members**” means membership category for individuals whose profession does not fall under the creative industries category but have interest in promoting the creative industries, such as scholars and individuals who have finished academic education but yet have a job;

“**Association**” means HONG KONG GENUINE GOODS ALLIANCE LIMITED 香港正版正貨大聯盟有限公司;

“**Board**” means the board of directors of the Association;

“**Chairman**” means the chairman of the Board;

“**Corporate Members**” means membership category for organizations engaged in the creative industries;

“**Court**” means the Court of First Instance;

“**Director**” means a director of the Association;

“**Executive Committee**” mean a committee consists of all the Executive Committee Members of the Association.

“**Executive Committee Member**” means an executive committee member of the Association;

“Founder Member” means a Corporate Member or an Individual Member who agreed to become a member of the Association by adopting and signing these articles of association;

“Individual Members” means membership category for individuals working in the creative industries but not representing any organization;

“members” and **“membership”** respectively mean the members and membership of the Association;

“mental incapacity” has the meaning given by section 2(1) of the MHO;

“mentally incapacitated person” means a person who is found under the MHO to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

“MHO” means the Mental Health Ordinance (Cap. 136 of the Laws of Hong Kong);

“month” means calendar month;

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

“Ordinance” means the Companies Ordinance (Cap. 622 of the Laws of Hong Kong);

“proxy notice” has the meaning ascribed to it in Article 152;

“Secretary” means any person appointed to perform the duties of the secretary of the Association;

“Student Members” means membership category for students studying at colleges or universities;

“these Articles” means these articles of association of the Association in their present form or as altered from time to time;

“Vice Chairman” means the vice chairman of the Board;

“Voting Members” means the Corporate Members or the Individual Members; and

“year” means calendar year.

Expressions used in these Articles referring to writing, unless the contrary intention appears, are construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Words denoting one gender include all genders.

References to any statute or statutory provision are construed as relating to any statutory modification or re-enactment thereof for the time being in force.

Subject as aforesaid any words or expressions defined in the Ordinance (if not inconsistent with the subject or context) have the same meanings in these Articles.

OBJECTS

13. The Association is a not-for-profit organization. The objects for which the Association is established are:-
 - (a) To support the efforts of anti-smuggling and anti-illicit trade activities; To promote a fair, healthy and level playing field; To encourage and promote the growth of the legitimate business; To educate the general public on awareness and proper use of genuine goods; and To consummate the Hong Kong legal system, and strengthen the protection on genuine goods.
 - (b) To support educational institutions as the Board of the Association may determine in its discretion for the advancement of education by providing: scholarships, bursaries, and other forms of assistance or rewards; assistance towards the building, improvement and maintenance of non-profit making educational institutions of all kinds provided that none of the funds of the Association shall subscribe to any institutions which do not prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Article 14 hereof; conducting non-profit making continued education courses and examinations; and, support for research, equipment, teaching, conferences, and particular projects including but not limited to publishing educational materials in all forms for public benefits.
 - (c) To acquire or receive from any person or organization, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest and disburse the principal and income thereof solely for the charitable purposes hereof in a proper and prudent manner.
 - (d) To distribute property for such charitable objects in accordance with the terms of gifts, bequests or devises to the Association not inconsistent with its objects as set forth in

these Articles, or in accordance with determinations made by the Board of the Association pursuant to these Articles.

- (e) To distribute property for such charitable objects in accordance with the terms of gifts, bequests or devises to the Association not inconsistent with its objects as set forth in these Articles, or in accordance with determinations made by the Board pursuant to these Articles provided that none of the funds of the Association shall subscribe to any institutions which do not prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Article 14 hereof.
- (f) To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance for charitable objects, including without limitation, for the objects of the Association provided that none of the funds of the Association shall subscribe to any institutions which do not prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Article 14 hereof.
- (g) To modify any restriction or condition on the distribution of funds for any specified charitable objects or to specified organizations, if in the sole judgment of the Board whatever is deemed necessary, useful, advisable, or conducive, as determined by the Board in its discretion, to carry out any of the objects of the Association, as set forth in these Articles provided that none of the funds of the Association shall subscribe to any institutions which do not prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Article 14 hereof.
- (h) To make provision for the building, improvement and maintenance of libraries, particular projects including reading and writing programs, and printing of publications in all forms for the purposes of carrying out or achieving the objects of the Association.
- (i) To provide resource base, information and channels of communication in furtherance of the objects of the Association.
- (j) To carry out and perform all or any works or acts of charity in furtherance of the objects of the Association.
- (k) To promote, support, contribute to or otherwise assist any activities or acts of charity in furtherance of the objects of the Association.

- (l) To purchase items of furniture and equipment; to lease or acquire an option or exchange, or hire or otherwise acquire any real or personal property and any rights or privileges in the furtherance of the objects of the Association but not otherwise.
- (m) Subject to Article 14, to employ, hire or otherwise obtain, remunerate and provide benefits to managers, secretaries, clerks and any other person or persons for the objects of the Association.
- (n) To mobilize resources for the furtherance of the objects of the Association.
- (o) To co-operate with other bodies associations or organizations (whether incorporated or unincorporated) having objects similar to the objects of the Association, with governments and with national and international organizations concerned in any way with the objects of the Association, to provide opportunities and facilities for the co-ordination and development of such co-operation.
- (p) To enter into, make, perform and carry out contracts or arrangements of every sort and kind for the furtherance of the objects of the Association with any person, firm, association, corporation or body and to obtain from any such body any rights, privileges and concessions which the Association may think it desirable to obtain and in this connection and in all transactions under the terms of the Association to do any and all things which a co-partnership or natural person could do or exercise, and which now or hereafter may be authorized by law.
- (q) To apply for any grant in aid of the objects of the Association on such conditions as the Board of the Association deemed appropriate.
- (r) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions, or otherwise.
- (s) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (t) To rent, purchase, lease, exchange, hire, or otherwise acquire suitable buildings or part or parts thereof in Hong Kong or elsewhere and any estate or interest in any rights connected therewith, and to fit and furnish the same; to make arrangements for such building or buildings or part or parts thereof to be properly fitted and furnished for any of the objects of the Association.
- (u) To manage, maintain, improve, and develop all or any part of the property, land building or buildings of the Association and to operate or use in conjunction or

co-ownership with others, lease, mortgage, underlet, exchange, surrender, sell, turn to account or otherwise deal with and dispose of the same or any part or parts thereof or interest therein, for such consideration and on such terms and conditions as the Association may think fit for any of the objects of the Association.

- (v) In furtherance of the objects of the Association but not otherwise to turn to account any land acquired by the Association or in which it is interested, and in particular by laying out and preparing the same for building objects, erecting, constructing, altering, pulling down, demolishing, decorating, maintaining, keeping in repair, fitting up, and improving any buildings, for the objects of the Association and by paving, draining, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with developers, land investment companies, land mortgage companies building estate companies, banks, financiers, building owners, tenants and others.
- (w) To borrow or raise or give security for any moneys required for the objects of the Association upon such securities as may be determined and in such manner as the Association shall think fit and in particular by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association both present and future and to give and receive undertakings for one or more of the objects of the Association.
- (x) To invest and deal with the moneys of the Association not immediately required upon such securities and in such reasonable and prudent manner as may from time to time be determined.
- (y) To undertake and execute any trusts or any agency directly conducive to any of the objects of the Association.
- (z) To subscribe to any local or other charities, and to grant donations for any charitable purpose, and to provide a superannuation fund for the servants/employees of the Association, or otherwise to assist any such servants/employees, their surviving spouses and children.
- (aa) To apply for and obtain any local ordinance enactment or regulation or amendment of any existing ordinances enactment or regulation for the furtherance of any of the objects of the Association or for the purpose of ratifying or regularizing any act or acts done or not done by or on behalf of the Association.
- (bb) To apply for, purchase, or otherwise acquire any patents, patent, rights, copyrights, trade marks, formulas, licenses, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information in respect of

any invention required by the Association in the furtherance of its objects , or the acquisition of which is determined to be of benefit to the Association in attaining its objects; and to use exercise, develop, or grant licenses in respect of, or otherwise turn to account, the property, rights or information so acquired.

- (cc) In the furtherance of the objects of the Association but not otherwise, to take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (dd) To do all such other lawful things as are incidental or conducive to the attainment of the above objects, provided always that the Association shall hold money and properties and shall only deal with the same in such manner as allowed by law.

Provided that:-

- (i) In case the Association takes or holds any property which may be subject to any trusts, the Association must only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Association must not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

INCOME AND PROPERTY

- 14. (a) The income and property of the Association, whenever derived, should be applied solely towards the promotion of the objects of the Association as set in Article 13.
- (b) Subject to Article 14(d) and Article 14(e) below, no portion of the income and property of the Association must be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (c) No member of the Board or governing body can be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Article 14(e) below) can be given by the Association to any Director or member of governing body.
- (d) Nothing herein prevents the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a Director or member of governing body in return for any services actually rendered to the Association.

- (e) Nothing herein prevents the payment, in good faith, by the Association:-
- (i) to any Director of out-of-pocket expenses;
 - (ii) of interest on money lent by any member of the Association or the Board, at the prime rate prescribed for the time being by a deposit taking bank or financial institution for loans in relevant currencies;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Association or of the Board; and
 - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or the Board is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (f) No person is bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Article 14(d) and Article 14(e) above.

ASSETS

15. The assets of the Association must be permanently and irrevocably dedicated to the objects for which it was formed.
16. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the members of the Association but may only be distributed to some other institution or institutions, having objects similar to the objects of the Association, and which prohibit(s) the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 14, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

Part 2

DIRECTORS AND COMPANY SECRETARY

BOARD OF DIRECTORS

17. The number of Directors must not be less than four (4) or more than nineteen (19).
18. The Chairman, the Vice Chairmen, the Secretary and the Treasurer of the Association shall be elected from the Board of Directors.
19. The Chairman of the Association shall have casting vote.
20. The Chairman of the Association shall, after serving one term of two years until the next annual general meeting, be eligible for re-appointment and may serve for two or more terms, whether consecutively or not.

EXECUTIVE COMMITTEE

21. The number of Executive Committee Members must not be less than four (4) and more than nineteen (19) Executive Committee Members. The Executive Committee should consist of the Executive Committee Members who shall fill the following positions:-
 - (a) the Chairman of the Association, who shall act as the chief representative of the Association in all its external affairs and shall have full executive powers in conducting the business of the Association. Subject to his availability, the Chairman shall normally sign all papers in the name of the Association and preside at all annual general meetings, extraordinary general meetings, and Executive Committee meetings;
 - (b) up to ten Vice Chairmen of the Association, who shall assist the Chairman in the dispatch of all business and affairs of the Association, and in case of the Chairman being absent for any reason, a Vice Chairman shall deputise for the Chairman;
 - (c) the Treasurer of the Association, who shall be responsible for: (A) the collection of all subscriptions, donations, or other monies due to the Association and the payment of the same into the Association's bank account or accounts; (B) the making of any disbursement in the sum not exceeding HK\$20,000 and in the event that any disbursement exceeds the sum of HK\$20,000 he shall not settle the same without the prior approval of the Executive Committee; (C) the preparation of the statement of accounts and balance sheet for the auditors and for scrutiny at the annual general meetings; and (D) the keeping of accounts and vouchers, with a statement in such form as the Executive Committee may from time to time determine; and
 - (d) the Secretary of the Association, who shall be responsible for the general conduct of the correspondence and business of the Association, the drafting of agenda, minutes of the proceedings of all meetings of the Association and circulations amongst Executive Committee Members, and the keeping of all statutory books, documents, records and paper.

- (e) The Chairman and the Hon. Secretary or the Chairman and any one of the Vice Chairman if the Hon. Secretary is not available at the time shall be the authorized signatories for the official documents/meeting minutes.
 - (f) Any two of four including the Chairman, the Hon. Secretary, the Hon. Treasurer and one designated Vice Chairman shall be the authorized signatories for the bank account of the Association.
22. The Executive Committee Members shall be elected by the Chairman of the Association amongst the Voting Members.
23. The Executive Committee Members may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. At an Executive Committee Members' meeting, unless a quorum is present, no proposal is to be voted on, except a proposal to call another meeting. The quorum for Executive Committee Members' meetings may be fixed from time to time by a decision of the Executive Committee, and unless otherwise fixed it is not less than four of the Executive Committee Members. Three executive committees present in person or by proxy consisting over half constitute a quorum at an executive meeting.

HONORARY MEMBERS

24. Executive Committee shall have the power to appoint honorary members with term, title and conditions subject to the discretion of the Executive Committee.
25. The Honorary Members shall not have any voting rights, but may attend annual general meetings as guests.

NOMINATION COMMITTEE

26. The Nomination Committee shall consist of the Board of the Association.

POWERS OF DIRECTORS

27. Subject to the Ordinance and these Articles, the operations and affairs of the Association are managed by the Directors, who may exercise all the powers of the Association.
28. An alteration of these Articles does not invalidate any prior act of the Directors that would have been valid if the alteration had not been made.
29. The powers given by Article 27 are not limited by any other power given to the Directors by these Articles.

30. A Directors' meeting at which a quorum is present may exercise all powers exercisable by the Directors.
31. The Voting Members may, by special resolution, direct the Directors to take, or refrain from taking, any specified action. The special resolution does not invalidate anything that the Directors have done before the passing of the resolution.
32. All cheques drawn on the Association's bank account or accounts, all orders for payment and other negotiable instruments made or issued by the Association, all receipts for moneys paid to the Association and all other contracts entered into by the Association in the ordinary course of business, must be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the Board from time to time by resolution determines.
33. In furtherance of the objects of the Association but not otherwise, the Directors may exercise all the powers of the Association to borrow or otherwise raise money with or without security and, for that purpose, to mortgage or charge its undertaking and property, or any part thereof, and to undertake the repayment or performance of any debt, liability, contract or other engagement incurred or to be entered into in any way by the Association and to secure the same in such manner as the Board thinks fit.
34. Subject to Articles 13 and 14, the Directors have power to employ and dismiss staff of the Association and to make provision for pensions, gratuities, retirement and other benefits for such staff, and to appoint any officer who will be accountable to the Board, to deal with all matters relating to staff of the Association. Subject to Article 14, the Board is entitled to employ staff of the Association on such terms and remuneration as the Board thinks fit. The Board is likewise entitled to engage professional or expert advisers, including those already serving as officers and honorary advisers of the Association, on such terms and remuneration as the Board thinks fit.
35. Subject to Article 14, the Directors must appoint, and may remove, a Secretary, and such other officers as the Board may, from time to time, think fit.
36. Subject to these Articles, the Directors may, if they think fit, delegate any of the powers that are conferred on them under these Articles:-
 - (a) to any Voting Member or committee formed by Voting Members;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.

37. If the Directors so specify, the delegation may authorize further delegation of the Directors' powers by any person to whom they are delegated.
38. The Directors may revoke the delegation wholly or in part, or revoke or alter its terms and conditions.
39. The Directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers. The committees must comply with the rules.
40. The Directors must cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by the Board;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee; and
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the Directors and committees.

PROCEEDINGS OF DIRECTORS

41. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit.
42. A decision of the Directors may only be taken by a majority decision of all the eligible Directors who would have been entitled to vote on the matter at a Directors' meeting or a decision taken in the form of a resolution in writing of the Directors in accordance with Article 50. The Directors must ensure that the Association keeps a written record of every decision taken by the Directors under this Article for at least ten (10) years from the date of decision.
43. Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorizing the Secretary to give notice. Notice of a Directors' meeting must indicate (a) its proposed date and time; and (b) where it is taken place. Notice of a Directors' meeting must be given to each Director, but need not be in writing.
44. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must be at least 2, and unless otherwise fixed it is a simple majority of the Board.

45. If the total number of Directors for the time being is less than the quorum required for Directors' meetings, the Directors must not take any decision other than a decision (a) to appoint further Directors, or (b) to call a general meeting so as to enable the Voting Members to appoint further Directors.
46. Subject to these Articles, Directors may participate in a meeting of Directors or a committee of Directors, or part of a meeting of Directors or a committee of Directors, when the meeting has been called and takes place in accordance with these Articles and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting by means of a conference telephone or similar communications equipment whereby all persons participating in a meeting through such media can clearly hear and understand each other and all persons participating in any meeting pursuant to this provision, for the purposes of these Articles, are deemed to be present in person at such meeting. In determining whether Directors are participating in a meeting of Directors or a committee of Directors, it is irrelevant where a Director is and how they communicate with each other. If all the Directors participating in a meeting of Directors or a committee of Directors are not in the same place, they may regard the meeting as taking place wherever any one of them is.
47. The Directors may appoint the Chairman or a Vice Chairman to chair their meetings. The person appointed for the time being is known as the chairperson. The Directors may terminate the appointment of the chairperson at any time. If the chairperson is not participating in a Directors' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating Directors may appoint one of themselves to chair it.
48. If the numbers of votes for and against a proposal are equal, the chairperson or other Directors chairing the Directors' meeting has a casting vote. The chairperson or other Directors chairing the Directors' meeting does not have a casting vote if, in accordance with these Articles, the chairperson or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
49. A Director, who is also an alternate Director, has an additional vote on behalf of each appointer who:-
- (a) is not participating in a Directors' meeting; and
 - (b) would have been entitled to vote if he were participating in it.
50. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, is as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. The signature of any Director may be given by his alternate. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Director. A cable, facsimile, telex

message or scanned image or image in any electronic form sent by a Director or his alternate is deemed to be a document signed by him for the purposes of this Article.

51. The acts of any meeting of Directors or of a committee of Directors or the acts of any person acting as a Director are as valid as if the Director or the person had been duly appointed as a Director and was qualified to be a Director, even if it is afterwards discovered that:-
- (a) there was a defect in the appointment of any of the Director or of the person acting as a Director;
 - (b) any one or more of them were not qualified to be a Director or were disqualified from being a Director;
 - (c) any one or more of them had ceased to hold office as a Director; or
 - (d) any one or more of them were not entitled to vote on the matter in question.

CONFLICT OF INTEREST

52. This article applies if:-
- (a) a Director is any way, whether (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's operations; and
 - (b) the Director's interest is material.
53. The Director must declare the nature and extent of the Director's interest to the other Directors in accordance with section 536 of the Ordinance.
54. The Director and the Director's alternate must neither:-
- (a) vote in respect of the transaction, arrangement or contract in which the Director is so interested; nor
 - (b) be counted for the quorum purposes in respect of the transaction, arrangement or contract.
55. Article 54 does not preclude the alternate from:-
- (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and

- (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- 56. If the Director or the Director's alternate contravenes Article 54(a), the vote must not be counted.
- 57. Article 54 does not apply to:-
 - (a) an arrangement for giving a Director any security or indemnity in respect of money lent by the Director to or obligations undertaken by the Director for the benefit of the Association;
 - (b) an arrangement for the Association to give any security to a third party in respect of a debt or obligation of the Association for which the Director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) subject to Article 14, an arrangement under which benefits are made available to employees and Directors or former employees and Directors of the Association or any of its subsidiaries, which do not provide special benefits for Directors or former Directors.
- 58. A reference in these Articles to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
- 59. Subject to Article 14, a Director may hold any other office under the Association (other than the office of auditor) in conjunction with the office of Director for a period and on terms that the Directors determine.
- 60. A Director or intending Director is not disqualified by the office of Directors contracting with the Association:-
 - (a) with regard to the tenure of the other office mentioned in Article 59; or
 - (b) as vendor, purchaser or otherwise.
- 61. The contract mentioned in Article 60 or any transaction, arrangement or contract entered into by or on behalf of the Association in which any Director is in any way interested is not liable to be avoided.
- 62. A Director who has entered into a contract mentioned in Article 60 or is interested in a transaction, arrangement or contract mentioned in Article 61 is not liable to account to the Association for any profit realized by the transaction, arrangement or contract by reason of:-

- (a) the Director holding the office; or
 - (b) the fiduciary relation established by the office.
63. Article 59, 60, 61 or 62 only applies if the Director has declared the nature and extent of the Directors' interest under the Article to the other Directors in accordance with section 536 of the Ordinance.
64. A Director may be a director or other officer of, or be otherwise interested in:-
- (a) any company promoted by the Association; or
 - (b) any company in which the Association may be interested as shareholder or otherwise.
65. Subject to the Ordinance, the Director is not accountable to the Association for any remuneration or other benefits received by the Director as a director or officer of, or from the Director's interest in, the other company unless the Association otherwise directs.

APPOINTMENT AND RETIREMENT OF DIRECTORS AND OFFICERS

66. The first Directors, the first Chairman, the first Vice Chairmen, the first Treasurer and the first Secretary shall be appointed by the Founder Members for a two (2) year term (upon replacement/re-appointments at the relevant annual general meetings). With effect from the date of incorporation of the Association, the first Directors and the first Secretary are the persons named as the directors and the secretary in the incorporation form delivered to the Registrar of Companies under section 67(1) of the Ordinance.
67. The Nomination Committee shall have power at any time, and from time to time, to appoint any person amongst the Voting Members comprising of Individual members and representatives nominated by the respective Corporate Members to be a Director, either to fill a casual vacancy or as an addition to the existing Board for a two (2) year term (upon replacement/re-appointments at the relevant annual general meetings) upon nomination by a Voting Member and supported by another two Voting Members. The Founder Members shall have the right to object to the nomination and appointment of a Director if it is supported by a simple majority of all the Executive Committee Members. The nomination shall be given to all members of the Nomination Committee and Executive Committee at least 21 clear days before the general meeting considering the election of such Director.
68. The Directors shall be re-elected by the Nomination Committee at annual general meetings on the nomination by a Voting Member and supported by another two Voting Members. The Founder Members shall have the right to object to the nomination and appointment of a Director if it is supported by a simple majority of all the Executive Committee Members. The

nomination shall be given to all members of the Nomination Committee and Executive Committee at least 21 clear days before annual general meeting considering the election of such Directors.

69. The Nomination Committee shall elect among the Board a Chairman, up to four Vice Chairmen, a Treasurer, and a Secretary for a two (2) year term (upon replacement/re-appointments at the relevant annual general meetings) from time to time.
70. The Chairman, the Vice Chairmen, the Secretary and the Treasurer shall be re-elected as Directors by ordinary resolutions at annual general meetings for a two (2) year term (upon replacement/re-appointments at the relevant annual general meetings).
71. Subject to the Ordinance, the Association may by ordinary resolution with special notice remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Director. Such removal is without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Association.
72. Subject to the Ordinance, the Voting Members may by ordinary resolution with special notice appoint another person in place of a Director removed from office under the immediately preceding Article at the meeting at which the Director is removed, and without prejudice to the powers of the Nomination Committee under Article 141, the Association in general meetings may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.
73. Unless otherwise specified in the appointment or in these Articles, a Director appointed under Articles 141 and 146 shall be for a two (2) year term and shall retire from office at the annual general meeting after the next annual general meeting following the appointment.
74. A retiring Director is eligible for re-election to the office.

TERMINATION OF DIRECTOR'S APPOINTMENT

75. A person ceases to be a Director if the person:-
 - (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) or is prohibited from being a director by law;
 - (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
 - (c) becomes a mentally incapacitated person;

- (d) resigns the office of Director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) for more than 6 months has been absent without the Directors' permission from Directors' meetings held during that period; or
- (f) is removed from the office of Directors by an ordinary resolution of the Association.

ALTERNATE DIRECTORS

76. A Director (“**appointer**”) may appoint as an alternate any other Director, or any other person approved by resolution of the Directors.
77. An alternate may exercise the powers and carry out the responsibilities of the alternate's appointer, in relation to the taking of decisions by the Directors in the absence of the alternate's appointer.
78. An appointment or removal of an alternate by the alternate's appointer must be affected:-
- (a) by notice to the Association; or
 - (b) in any other manner approved by the Directors.
79. The notice must be authenticated by the appointer. The notice must:-
- (a) identify the proposed alternate; and
 - (b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointer.
80. If an alternate is removed by resolution of the Directors, the Association must as soon as practicable give notice of the removal to the alternate's appointer.
81. An alternate Director has the same rights as the alternate's appointer in relation to any decision taken by Directors under Article 42.
82. Unless these Articles specify otherwise, alternate Directors:-
- (a) are deemed for all purposes to be Directors;
 - (b) are liable for their own acts and omissions;

- (c) are subject to the same restrictions as their appointers; and
 - (d) are deemed to be agents of or for their appointers.
83. Subject to Article 54, a person who is an alternate Director but not a Director:-
- (a) may be counted as participating for determining whether a quorum is participating (but only if that person's appointer is not participating); and
 - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointer).
84. An alternate Director must not be counted or regarded as more than one Director for determining whether (a) a quorum is participating, or (b) a Directors' written resolution is adopted.
85. An alternate Director is not entitled to receive any remuneration from the Association for serving as an alternate Director.
86. An alternate Director's appointment as an alternate terminates:-
- (a) if the alternate's appointer revokes the appointment by notice to the Association in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointer, would result in the termination of the appointer's appointment as a Director;
 - (c) on the death of the alternate's appointer; or
 - (d) when the alternate's appointer's appointment as a Director terminates.
87. If the alternate was not a Director when appointed as an alternate, the alternate's appointment as an alternate terminates if:-
- (a) the approval under Article 76 is withdrawn or revoked; or
 - (b) the Association be an ordinary resolution passed at a general meeting terminates the appointment.

DIRECTORS' INDEMNITY AND INSURANCE

88. (a) A Director or former Director may be indemnified out of the Association's assets against any liability incurred by the Director to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated company (as the case may be).

(b) Article 88(a) only applies if the indemnity does not cover:-

(i) any liability of the Director to pay:-

(1) a fine imposed in criminal proceedings; or

(2) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or

(ii) any liability incurred by the Director:-

(1) in defending criminal proceedings in which the Director is convicted;

(2) in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the Director;

(3) in defending civil proceedings brought on behalf of the Association by a member of the Association or of an associated company of the Association, in which judgment is given against the Director;

(4) in defending civil proceedings brought on behalf of an associated company of the Association by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Director; or

(5) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Director relief.

89. A reference to in Article 88(b)(ii) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.

90. For the purposes of Article 89, a conviction, judgment or refusal of relief:-

(a) if not appealed against, becomes final at the end of the period for bringing an appeal;
or

- (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
91. For the purposes of Article 90(b), an appeal is disposed of if:-
- (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.
92. The Directors may decide to purchase and maintain insurance, at the expense of the Association, for a Director, or a director of an associated company of the Association, against:-
- (a) any liability to any person attaching to the Director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Association or associated company (as the case may be); or
 - (b) any liability incurred by the Director in defending any proceedings (whether civil or criminal) taken against the Director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association or associated company (as the case may be).

SECRETARY

93. The Association must have a Secretary who may resign from this office upon giving notice to the Association of such intention and such resignation takes effect upon the expiration of such notice or its earlier acceptance. The Secretary shall be elected from the Board and he or she shall become an Executive Committee Member. The first Secretary should be appointed by the Founder Members.
94. Subject to Article 14, the Directors may appoint a Secretary for a term, at a remuneration and on conditions they think fit. The Directors may remove a Secretary appointed by them. In the event that the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorized.

Part 3

MEMBERS

QUALIFICATION AND ADMISSION OF MEMBERS

95. A person may become a member of the Association only if:

- (a) that person has been nominated by one of the existing members and endorsed by either (i) the Chairman and one Vice Chairman, or (ii) by any two Directors, to admit as a Honourary Member or Corporate Member or an Individual Member, and completed an application for membership in a form approved by the Board;
 - (b) Founder Member is automatically becoming a Life Member and is exempted from annual subscription fee;
 - (c) that person has been endorsed by the Chairman, or Vice Chairman or any Director to admit as an Associate Member and completed an application for membership in a form approved by the Board; and
 - (d) that person has paid the annual subscription fee as required.
96. (a) Every application for membership must be in such form(s) and meet such requirements as the Board may from time to time deem fit and addressed to the Secretary in writing signed by the applicant.
- (b) The Board has the absolute and final discretion to approve and/or reject, without any need to furnish any reasoning thereof, the admission of an applicant.
97. Members requiring to pay the annual subscription fee include:-
- (a) Corporate Members;
 - (b) Individual Members; and
 - (c) Associate Members.
98. The Secretary or such other person as the Board appoints must send to each member immediately upon his admission written notice thereof together with a copy of these Articles and any by-laws of the Association made thereunder and such member upon his payment of his subscription for the membership assigned by the Board (“**Initial Subscription**”) becomes entitled to the rights of membership. A member shall upon his admission be bound by the constitutions and regulations of the Association.
99. Where an application is refused by the Board or the applicant’s membership is approved but the member fails to pay his Initial Subscription, the Secretary or such other person authorised by the Board for such purpose must give notice to the applicant/member to the effect that his application/membership is refused/cancelled and the Initial Subscription (where applicable) must be refunded to him.
100. The founders to these Articles are deemed as the Founder Members of the Association.

101. Members paying a one-off membership fee from time to time determined by the Board shall become Life Members, regardless of which class.

RESIGNATION, EXPULSION AND CESSATION OF MEMBERSHIP

102. Any member may resign from membership by giving 7 days' notice in writing to the Association. Such membership may be reinstated at the absolute discretion of the Directors within 12 months from the date of termination of his membership. A member whose membership is duly reinstated shall not be obliged to procure further donation. In the event more than 12 months have lapsed since such resignation, such ex-member may be considered for re-admission as member upon a new application being submitted in accordance with these Articles.
103. The Secretary or such other person as the Board appoints may terminate the membership of any member who is more than 6 months overdue in his annual subscription. Such member may be considered for re-admission as member upon a new application being submitted in accordance with these Articles.
104. If any member violates any of these Articles or by-laws of the Association or if his conduct, in the opinion of any two Directors, is injurious to the character or interests of, or otherwise prejudicial to the Association or be derogatory to such members' position in society, a meeting of the Board must be specially summoned to consider the case and may make the decision to expulse member(s) if half of the Directors present at that meeting agree on that course. Such member(s) shall have the right by written notice to the Directors within 14 days of being notified in writing of the passing of such resolution to request for the calling of an extraordinary general meeting to determine this matter. The Directors shall thereupon by giving at least 14 days' notice, call an extraordinary general meeting to determine and, if thought fit, pass such resolution to expel such member(s) by ordinary resolution(s).
105. Any member who is convicted of an indictable offence or be adjudged bankrupt, or who compounds with his creditors or becomes of unsound mind must, if the Board considers it expedient or desirable, cease to be a member and must forfeit all claims upon any property of the Association, but it is lawful for the Board after inquiry to restore his name to the register of members of the Association upon such terms as the Board may in its sole and absolute discretion think fit.
106. No person ceasing to be a member of the Association has any right or claim against the Association or its property or funds.

GENERAL MEETINGS

107. Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
108. The Directors may, if they think fit, call a general meeting.
109. If the Directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
110. If the Directors do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

NOTICE OF GENERAL MEETINGS

111. An annual general meeting must be called by notice of at least 21 days in writing. A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing. The notice is exclusive of the day on which it is served or deemed to be served; and the day for which it is given.
112. The notice must:-
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting:-
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;

- (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
- (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.

113. Article 112(e) does not apply in relation to a resolution of which:-

- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
- (b) notice has been given under section 615 of the Ordinance.

114. Despite the fact that a general meeting is called by shorter notice than that specified in Article 111, it is regarded as having been duly called if it is so agreed:-

- (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
- (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

115. Notice of a general meeting must be given to every Voting Member and every Director. If a notice of a general meeting or any other document relating to the meeting is required to be given to a Voting Member, the Association must give a copy of it to its auditor (if more than one auditor, to every one of them) at the same time as the notice or the other document is given to the said members.

116. Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

117. A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.

118. A person is able to exercise the right to vote at a general meeting when:-

- (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
119. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
120. In determining attendance at a general meeting, it is immaterial whether any 3 or more members attending it are in the same place as each other.
121. Three or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

PROCEEDINGS AT GENERAL MEETINGS

122. Three Voting Members present in person or by proxy consisting over half of the Voting Members constitute a quorum at a general meeting.
123. No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
124. Subject to the provisions of the Ordinance or any statutes, Voting Members present in person or by proxy may participate in a general meeting of the Association or its adjournment thereof by means of a conference telephone or similar communications equipment whereby all persons participating in a meeting through such media can clearly hear and understand each other and all persons participating in any meeting pursuant to this provision, for the purposes of these Articles, are deemed to be present in person at such meeting.
125. If the Chairman of the Board is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
126. The Directors present at a general meeting must elect one of themselves to be the chairperson of the meeting if:-
- (a) there is no Chairman of the Board;
 - (b) the Chairman of the Board is not present within 15 minutes after the time appointed for holding the meeting;

- (c) the Chairman of the Board is unwilling to act; or
 - (d) the Chairman of the Board has given notice to the Association of the intention not to attend the meeting.
127. The members present at a general meeting must elect one of themselves to be the chairperson of the meeting if:-
- (a) no Director is willing to act as chairperson of the meeting; or
 - (b) no Director is present within 15 minutes after the time appointed for holding the meeting.
128. A proxy may be elected to be the chairperson of a general meeting by a resolution of the Association passed at the meeting.
129. The person chairing a general meeting in accordance with Articles 125 – 128 is referred to as the “chairperson of the meeting”.
130. Directors may attend and speak at general meetings, whether or not they are members of the Association.
131. The chairperson of the meeting may permit other persons to attend and speak at a general meeting even though they are not:-
- (a) Voting Members of the Association; or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings.
132. If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must:-
- (a) if called on the request of Voting Members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Directors determine.
133. If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Voting Member or Voting Members present in person or by proxy constitute a quorum.
134. The chairperson of the meeting may adjourn a general meeting at which a quorum is present if:-

- (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
135. The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.
136. When adjourning a general meeting, the chairperson of the meeting must specify the date, time and place to which it is adjourned.
137. Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
138. If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting. If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.
139. (a) Without affecting the right of the Association to pass written resolutions pursuant to Subdivision 2 of Division 1 of Part 12 of the Ordinance, the Association may pass a resolution without a meeting, otherwise in accordance with the aforesaid provisions, by a resolution in writing signed by all the members of the Association who are entitled to vote on the resolution. Any such resolution shall have effect as if passed by the Association at a general meeting or a meeting of the relevant class of members of the Association, as the case may be, duly called and held and shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the members. A cable, facsimile, telex message, or scanned image or image in any electronic form sent by a member shall be deemed to be a document signed by him for the purposes of this Article.
- (b) Article 139(a) shall not apply to a resolution removing an auditor of the Association before the end of the auditor's term of office or a resolution removing a Director before the end of the Director's term of office.

VOTING AT GENERAL MEETINGS

140. At any general meeting, a resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

141. If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second and casting vote.
142. On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson of the meeting that the resolution:-
- (a) has or has not been passed or
 - (b) has passed by a particular majority,
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favor of or against the resolution.
143. Any entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.
144. Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
145. Any objection must be referred to the chairperson of the meeting whose decision is final.
146. A poll on a resolution may be demanded:-
- (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
147. A poll on a resolution may be demanded by:-
- (a) the chairperson of the meeting;
 - (b) at least 2 Voting Members (or 1 Voting Member if the Association has only 1 Voting Member) present in person or by proxy; or
 - (c) any Voting Member or Voting Members present in person or by proxy and representing at least 5% of the total voting rights of all the Voting Members having the right to vote at the meeting.
148. The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.

149. A demand for a poll on a resolution may be withdrawn.
150. On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting:-
- (a) every Voting Member present in person has 1 vote; and
 - (b) every proxy present who has been duly appointed by a Voting Member entitled to vote on the resolution has 1 vote.
151. Founder Members, Corporate Members and Individual Members are eligible to vote in the Annual General Meeting or Extraordinary General Meeting in the principle of one member for one vote. Associate Members are not eligible to vote in the Annual General Meeting or Extraordinary General Meeting. A Voting Member, who is mentally incapacitated person, may vote, whether on a show of hands or on a poll, by the Voting Member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court. The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.
152. A proxy may only validly be appointed by a notice in writing ("**proxy notice**") that:-
- (a) states the name and address of the Voting Member appointing the proxy;
 - (b) identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the Voting Member appointing the proxy; and
 - (d) is delivered to the Association in accordance with these Articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
153. The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
154. If the Association requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
155. A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.

156. Unless a proxy notice indicates otherwise, it must be regarded as:-

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

157. If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the Voting Member appointing the proxy.

158. A proxy notice does not take effect unless it is received by the Association:-

- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

159. An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

160. A notice revoking the appointment only takes effect if it is received by the Association:-

- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

161. A proxy's authority in relation to a resolution is to be regarded as revoked if the Voting Member who has appointed the proxy:-

- (a) attends in person the general meeting at which the resolution is to be decided; and
- (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.

162. A Voting Member who is entitled to attend, speak and vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it,

even though a valid proxy notice has been delivered to the Association by or on behalf of the Voting Member.

163. A vote given in accordance with the terms of a proxy notice is valid despite:-

- (a) the previous death or mental incapacity of the member appointing the proxy; or
- (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.

164. Article 163 does not apply if notice in writing of the death, mental incapacity or revocation is received by the Association:-

- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
- (g) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

AMENDMENTS TO PROPOSED RESOLUTIONS

165. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-

- (a) notice of the proposed amendment is given to the Secretary in writing; and
- (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

166. The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).

167. A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:-

- (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
- (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.

168. If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 4

MISCELLANEOUS PROVISIONS

ACCOUNTS

169. Subject to the Ordinance, the Board must cause proper books of account to be kept with respect to:-
- (a) all sums of moneys received and expended by the Association and the matters in respect of which the receipt and expenditure take place;
 - (b) the assets and liabilities of the Association;
 - (c) all sales and purchases of goods by the Association; and
 - (d) all other matters necessary to show a true and fair view of the financial state and condition of the Association.
170. Subject to the Ordinance, the books of account must be kept at the Office or at such other place as the Board thinks fit and must always be open to the inspection of the Directors.
171. The Directors must from time to time in accordance with the provisions of the Ordinance, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those provisions.

NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

172. A person is not entitled to inspect any of the Association's accounting or other records or documents merely because of being a member, unless the person is authorised to do so by:-
- (a) an enactment;
 - (b) an order under section 740 of the Ordinance;
 - (c) the Directors; or
 - (d) an ordinary resolution of the Association.

NOTICES

173. Every member must register with the Association an address either in Hong Kong or elsewhere to which notices can be sent and if any member fails to do so, notice may be given to such member by sending the same in any of the manners hereinafter mentioned to his last known place of business or residence or, if there be none, by posting the same for 3 days at the Office of the Association or on the Association's website (if any).

174. (a) Notice of a general meeting of a company must be given:-

- (i) in hard copy form or in electronic form; or
 - (ii) by making the notice available on a website,
- or partly by one of those means and partly by another.

(b) If the Association has given an electronic address in a notice calling a meeting, it is to be regarded as having agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).

175. Without limiting Part 18 of the Ordinance, notice of a general meeting is not validly given by the Association by making it available on a website unless it is given in accordance with this Article. When the Association notifies a member of the availability of the notice on the website, the notification must:-

- (a) state that it concerns a notice of a company meeting;
- (b) specify the place, date and time of the meeting; and
- (c) in the case of an annual general meeting, state that it is an annual general meeting.

The notice must be available on the website throughout the period beginning on the date of that notification and ending on the conclusion of the meeting.

176. A notice may be given by delivery, prepaid letter (airmail or courier in the case of a registered address outside Hong Kong), cable or telex or facsimile or email message or by making the notice available on a website. A notice may also be given by such means from a place outside Hong Kong.

177. (a) A notice delivered to the registered address is deemed to have been served at the time of delivery.

- (b) A notice sent by prepaid letter to an address in Hong Kong is deemed to have been served on the day following its posting.
- (c) A notice sent by prepaid airmail letter or courier to an address outside Hong Kong is deemed to have been served on the fifth day following its posting.
- (d) A notice sent by cable or telex or email message is deemed to have been served on the day following the dispatch of the cable or telex or email message.
- (e) In the case of a notice sent by prepaid letter, in proving service thereof, it is sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office.
- (f) A notice sent by making it available on a website is deemed to have been served 24 hours after the document is first made available on the website.

COMPANY SEAL

178. The Association may have a common seal which must be a metallic seal having the Association's name engraved on it in legible form. A common seal may only be used by the authority of the Directors. Such authorization may be before or after the common seal is affixed, may be general or specific and may refer to any number of sealing. If the Association has a common seal and it is affixed to a document, the document must also be signed by one of the Directors or any such person or persons as the Directors may from time to time appoint for the purpose.
179. The Association with a common seal may have an official seal for use outside Hong Kong. Such an official seal must be a replica of the Association's common seal, but have engraved on it in legible form the name of every place where it is to be used. Section 125 of the Ordinance must be complied with.
180. If the Association has an official seal for use outside Hong Kong, it may only be affixed to a document if its use on the document, or documents of a class to which it belongs, has been authorized by a decision of the Directors.

AUDITORS

181. Auditors must be appointed, and their duties regulated in accordance with the provisions of the Ordinance.

WINDING UP

182. The provisions of Article 16 relating to the winding up or dissolution of the Association have effect and must be observed as if the same were repeated in this Article.