

THE COMPANIES ORDINANCE (CAP. 32)

A Company Limited by Guarantee  
and not having a share capital

MEMORANDUM OF ASSOCIATION

OF

**JUNIOR CHAMBER INTERNATIONAL QUEENSWAY  
(HONG KONG) LIMITED**

(經 緯 青 年 商 會 有 限 公 司)

1. The name of the Company is "JUNIOR CHAMBER INTERNATIONAL QUEENSWAY (HONG KONG) LIMITED (經 緯 青 年 商 會 有 限 公 司)" (hereinafter called "the Association").

2. The Registered Office of the Association will be situated in Hong Kong.

**AFFILIATION**

3. The Association is a Local Organization Member (LOM) of the Junior Chamber International Hong Kong Limited which is affiliated as a National Organization Member (NOM) to Junior Chamber International.

**CREED**

4. Every member of the Association must accept the Creed of Junior Chamber International set out here-under: -

"We believe: -

That faith in God gives meaning and purpose to human life;

That the brotherhood of man transcends the sovereignty of Nations;

That economic justice can best be won by free men through free enterprise;

That government should be of Laws rather than of men;

That earth's great treasure lies in human personality;

And that service to humanity is the best work of life."

(The concept of "God" in the context of Creed of Junior Chamber International or declaration of principles is to be interpreted according to the individual's own religious belief.)

## **OBJECTS**

5. The objects for which the Association is established are: -
- (a) To acquire and takeover the management, assets and liabilities and to recognize and accept the members of the unincorporated association known as Queensway Jaycees (經緯青年商會), a Local Organization Member of the Junior Chamber International Hong Kong Limited which is affiliated as a National Organization Member to the Junior Chamber International.
  - (b) To develop the individual abilities and stimulate joint efforts of individuals for the purpose of improving the economic, social and spiritual well being of mankind.
  - (c) To promote and arrange internal training programmes and to develop leadership potential.
  - (d) To promote economic development and community development.
  - (e) To promote and extend the activities of the Association to the maximum degree possible throughout the territory of Hong Kong.
  - (f) To promote and further better understanding, goodwill and co-operation among all members of the Association.
  - (g) To procure or acquire land from Government for the purposes of building or erecting premises for the Association or for advancement of education and other charitable purposes.
  - (h) To accept donations and endowments whatsoever for all or any of the objects herein and subject to subsection (17) of section 4 of the Summary Offences Ordinance to raise money by public or private subscription or donations.
  - (i) To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, buildings, messuages, tenements, mortgages, debentures, funds, shares or securities belonging to the Association upon such terms as the Association may deem fit.

- (j) To invest the moneys of the Association not immediately require upon such securities or otherwise in such manner as may from time to time be determined by the Association.
- (k) To borrow or raise any money required for the purposes of the Association upon such terms and on such securities as may be determined. To employ auditors, clerks, managers, secretaries, servants and any other professional person or persons for the purpose of the Association and to remunerate them in return of services rendered to the Association may consider fit.
- (l) To admit any person or persons to be member or members whether Ordinary, Senior, Prospective or Honorary of the Association on such terms and to confer on them such rights and privileges as may be deemed expedient.
- (m) To open and operate banking accounts, to draw, make, accept, endorse and execute cheques, bills of exchange, promissory notes and other negotiable and transferable instruments.
- (n) To do all such other lawful things as are incidental or conducive to the attainment of all or any of the above subjects.

Provided that: -

- (i) in case the Association shall take or hold any property which may be subject to any trusts the Association shall 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 shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

### **POLITICAL AND RELIGIONS**

6. The Association shall refrain from any partisan political activity or taking part in any such activity.

7. The Association shall refrain from sectarian or religious activities. This shall not be construed as a prohibition upon any of its suborganizations or its members from engaging in religious activities which are acceptable to the Association.

### **INCOME AND PROPERTY**

8.1 The profits, if any, or other income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth herein and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever to the members of the Association.

8.2 Subject to Clause 8.3 below, Clause 8.1 herein shall not prevent:

- (a) the payment, in good faith, of reasonable and proper remuneration or reimbursement to any officer or servant of the Association or to any member of the Association in respect of any services actually rendered to the Association; or
- (b) the payment of interest at a rate not exceeding 12 per cent per annum, or 2 per cent above the best lending rate established by the Hong Kong Association of Banks whichever is the higher on money lent to the Association; or
- (c) the payment of reasonable and proper rent for premises demised or let by any member to the Association.

8.3 No member of the Board of Directors of governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Board of Directors of governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association. Provided that this sub-Clause shall not apply to any payment to any Company of which a member of the Board of Directors or governing body is a member and in which such member does not hold more than one-hundredth part of the company capital. In such event, such member shall not be bound to account for any share of profits he may receive in respect of such payment.

#### **LIABILITY OF MEMBER**

9. The liability of the members is limited.

#### **MEMBERS' UNDERTAKING**

10. 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 ceased 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 ten dollars.

11. 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 shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause hereof, of the Association at or before the time of dissolution and in default thereof by any Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to

charitable provision funds, and if and insofar as effect cannot be given to the aforesaid provision then to some charitable organizations.

12. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of property, credits and liabilities of the Association; and subject to any reasonable restrictions as to the time and manner of regulations of the Association for the time being in force, shall be open to the inspection of the members. Once at least in every correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers

(Sd.) LI YUEN WAH, RAINBOW (李婉華)  
Room 1062, Block G,  
Lok Man Sun Chuen,  
Kowloon.  
Manager

(Sd.) LAU KING YIN, LARRY (劉敬賢)  
Flat D5, 2/F.,  
18 Ocean Park Road,  
Wong Chuk Hang,  
Hong Kong.  
Civil Servant

(Sd.) LAM KIT CHING (林潔貞)  
No.1, BB, 2/F., Nam Wai,  
Sai Kung,  
New Territories.  
Assistant Manager

(Sd.) KOO YUET WAH, GRACE (顧月華)  
Flat E, 14/F.,  
Lee Wing Building,  
158 Hennessy Road,  
Wanchai,  
Hong Kong.  
Administrative Assistant

Dated the 6th day of August, 1985.  
WITNESS to the above signatures:

(Sd.) SUN TIM TONY  
Builder  
3rd Floor,  
182 Hennessy Road, Wanchai,  
Hong Kong.

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

Names, Addresses and Descriptions of Subscribers

(Sd.) CHU YING YAU (朱應邱)

213 Fa Yuen Street,  
10/F., Block D,  
Kowloon.

Production Analyst

(Sd.) LO TSUI YAN, EPIE (盧翠茵)

1103, Wah On House,  
Wah Fu Estate,  
Hong Kong.

Secretary

(Sd.) WONG YUK BING, PATRICIA (黃玉冰)

20/F., Block D, Mongkok Building,  
97, Mongkok Road,  
Kowloon.

Secretary

(Sd.) KWONG WING KAP (龐榮甲)

3 Ah Kung Ngam Road,  
Room 525, Shaukiwan,  
Hong Kong.

Quantity Surveyor

Dated the 6th day of August, 1985.

WITNESS to the above signatures:

(Sd.) SUN TIM TONY

Builder

3rd Floor,

182 Hennessy Road, Wanchai,  
Hong Kong.

THE COMPANIES ORDINANCE (CAP. 32)

A Company Limited by Guarantee  
and Not Having a Share Capital

ARTICLES OF ASSOCIATION

OF

**JUNIOR CHAMBER INTERNATIONAL  
QUEENSWAY (HONG KONG) LIMITED**

(經緯青年商會有限公司)

**PRELIMINARY**

1. The Articles contained in Table C of the First Schedule to the Companies Ordinance (Chapter 32) shall not apply to the Association.

2. In these Articles, unless the context otherwise requires: -

"the Association" means JUNIOR CHAMBER INTERNATIONAL QUEENSWAY (HONG KONG) LIMITED (經緯青年商會有限公司)

"the Ordinance" means the Companies Ordinance (chapter 32 of the Laws of Hong Kong).

"the Board of Directors" means the Board of Directors of the Association for the time being.

Words having a special meaning assigned to them in the Companies Ordinance shall have the same meaning to these presents.

Words importing the singular number only shall include the plural and vice versa.

Words importing masculine gender shall include feminine and neuter genders.

Words importing individuals shall include firms, companies, institutions, organizations, clubs and associations.

Reference to the time at which a person attains a particular age expressed in year shall mean the commencement of that anniversary in the calendar corresponding to the date of his birth.



Where a person has been born on 29th February in a leap year, the relevant anniversary in any year other than a leap year shall be taken to be 1st March.

Reference to a person who is of an age expressed in years shall refer to a person who has attained that age expressed in years but has not attained the age of the next following year. Thus, reference to a person who is of the age of 18 shall refer to a person who has attained the age of 18 but has not yet attained the age of 19. Likewise, reference to a person who is of the age of 40 years refers to a person who has attained the age of 40 years but has not yet attained the age of 41 years.

For the avoidance of doubt and as an illustration, in considering whether a person has exceeded 40 years of age, that person shall be deemed to have attained the age of 41 (and thereby exceeded 40 years of age) on the 41st anniversary of the calendar corresponding to the date of his birth.

3. The number of members with which the Association proposes to be registered is 500 but the Board of the Directors may from time to time register an increase of members.

4. Members of the company are divided into four categories as more particularly set out hereunder: -

- (a) Ordinary Member
- (b) Senior Member
- (c) Prospective Member
- (d) Honorary Member

5. Any person who is between the age of 18 to 40 years of age, has a proper occupation, profession or employment, and is of good character, who accepts the Creed of Junior Chamber International and the object of the Association and who intends to become an Ordinary Member of the Association in due course, shall be eligible to apply to become a Prospective Member of the Association.

6. Any Prospective Member who has fulfilled all the standing rules and regulations which are in effect and made by the Board of Directors from time to time and who is desirous of becoming an Ordinary Member of the Association shall be eligible to apply to become an Ordinary Member of the Association.

7. Any Ordinary Member of the Association, commencing from the 1st day of the calendar year in which he shall attain the age of 41, shall be eligible to apply to the Board of Directors to become a Senior Member of the Association. Upon approval of such application by the Board of Directors, the Ordinary Member concerned shall become a Senior Member of the Association and shall be entitled to all the privileges and rights of an Ordinary Member save and except the right to serve on the Board of Directors and the right to vote at General Meeting of the Association as set out in Clause 14 hereof. If an Ordinary Member of the Association has attained

the age of 41 but has not submitted an application within three calendar months thereafter to the Board of Directors to become a Senior Member or whose application has been rejected by the Board of Directors, he shall automatically cease to be a Member of the Association.

8. Any person who has contributed distinctive services to the activities and development of the Association, or who in the view of the Board of Directors has the potential to make such contribution, shall, subject to his application and the recommendation and decision of the Board of Directors, be accepted as an Honorary Member.

9. Until the Association in General Meeting shall decide otherwise: -

(a) The entrance fee payable on the admission of a member shall be such amount as shall have been adopted by the Board of Directors;

(b) Any person who applies to become a Prospective Member of the Association is required to pay such amount as entrance fee as adopted by the Board of Directors. Such entrance fees so paid is not refundable if his application to become an Ordinary Member or a Senior Member of the Association is not approved or accepted by the Board of Directors of the Association. Upon the admission of the Prospective Member as an Ordinary Member or a Senior Member, he shall not be required to pay any further entrance fee.

10. Every application for membership shall be in writing signed by the applicant and shall be in such form as the Association shall from time to time provide.

11. Every application for membership shall be examined by the Board of Directors of the Association in accordance with the provisions of these articles and any standing rules made by the Board of Directors. If the application is found to be qualified, the application may be approved by the Board of Directors and the applicant shall pay the entrance fee and the monthly subscriptions for the remaining months of that particular year. The Board of Directors shall have full power and discretion to approve or reject the application or postpone the approval until a later date. In no case shall the Board of Directors be required to give reason for the rejection of an application.

12. Any member whose subscription is unpaid after it has become due and shall remain unpaid for a period of two months shall ipso facto cease to be a member of the Association, but may be reinstated if the reasons given by him for his failure to pay the subscription are accepted by the Board of Directors and such acceptance by the Board of Directors is approved or ratified by the members in a regular monthly meeting of the Association and on payment of all arrears of subscription fees and all others expenses thereby incurred by the Association incidental thereto. Any member who pays his subscription within the first 2 months of each year shall only be entitled to exercise the rights endowed upon him from the date of payment.

## **RIGHTS OF MEMBERS**

13. Every Ordinary Member of the Association shall have the full rights as to vote, to speech, to attend all General Meetings, to participate in all activities and shall have other rights given to members of the Association Subject to the provisions hereof.

14. Every Senior, Prospective or Honorary Member of the Association shall have the rights as to speech, to attend General Meetings and to participate in all activities and to enjoy any of the rights given in particular to an Ordinary Member of the Association but shall not be entitled to vote in all General Meetings nor shall be eligible to be elected to any office of the Board of Directors.

## **RESIGNATION AND REMOVAL OF MEMBERS**

15. Any member desiring to resign from the Association shall give notice in writing addressed to the Board of Directors and deposited at the registered office of the Association of his intention so to do. Such member shall remain liable to pay any monthly subscriptions and any other payments which have become due and remained unpaid. Any payments in arrears shall be recoverable as a debt due by the member of the Association.

16. A member who has voluntarily resigned or has been expelled from the Association shall be forfeited of all rights in and claims upon the Association and shall have no claim on the property of the Association. Any outstanding payments due by such member shall be recoverable as a debt by the Association.

17. If any member of the Association shall fail and/or refuse to comply with any of the provision of these articles, regulations or by-laws of the Association, or any resolution or standing order, rules or regulations of the Board or any resolution of the Association in General Meeting, or who has done or has taken steps to do anything that is adverse to the interest or business or objects of the Association, or who shall be guilty of any conduct obstructive or injurious, or likely to be obstructive or injurious to the interest, activities reputation or objects of the Association, or who is declared bankrupt by a court of competent jurisdiction, as the case may be, the Board of Directors shall have the power to expel the member by way of a resolution of the Board of Directors, whose decision shall be final and conclusive, provided that notice of the resolution or decision, as the case may be, in respect of the expulsion of the member shall be served upon the member concerned (in person or at his last known correspondence address) who shall have a right of appeal by way of a written request and submission to the Board of Directors within 30 calendar days from the date of the notice whereupon the Board of Directors shall convene a general meeting to be held as soon as shall be practicable for the members to decide on whether or not to maintain or otherwise revise the decision of the Directors, and at which meeting the member concerned shall be entitled to make oral and/or written representation thereat.

## **OBLIGATIONS OF MEMBERS**

18. Every Member shall accept the Creed of Junior Chamber International and shall develop and advance such principles.

19. Every member shall actively participate in the activities of the Association.

## **MEETINGS**

20. The first General Meeting shall be held at such time, not being earlier than one month or later than three months after the incorporation of the Association, and at such place, as the Board of Directors may determine.

21. A general meeting shall be held once every calendar year at such time and place as the Board of Directors shall determine.

22. The above-mentioned general meeting is called the Annual General Meeting. All other general meetings are called Extraordinary General Meetings.

23. An Extraordinary General Meeting shall also be convened on the requisition in writing by: -

- (a) the President; or
- (b) half of the members of the Board of Directors; or
- (c) not less than one-third of all Ordinary Members of the Association for the time being, provided that the Ordinary Members making the requisition shall comprise of Ordinary Members of the Association who has fully paid up all fees and dues payable to the Association.

24. Except and unless provided otherwise, the matters of the Annual General Meeting shall be: -

- (a) to receive and to adopt the minutes of the preceding Annual General Meeting or Extraordinary General Meeting;
- (b) to receive and to adopt the financial report of the preceding year;
- (c) to receive and to adopt of the report of the President of the Association;
- (d) to receive and to adopt the reports of the Board of Directors;
- (e) to receive the report of the business of the Association of the preceding year;
- (f) to appoint the Honorary Auditor(s) of the Association and Honorary Legal Adviser(s) of the Association;

- (g) to elect the Board of Directors of the forthcoming year;
- (h) any other matters in respect of which due notices have been given in accordance with the Articles hereof.

25. Save and except in the case of regular monthly meetings of the Association, no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Until the Association in general meeting shall otherwise resolve, one half of the total number of ordinary members of the Association personally present or by proxy shall constitute a quorum. In the case of regular monthly meetings, no quorum is required.

26. If after half an hour of the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other cases, it shall be adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present after half an hour of the appointed time for the meeting the members present shall be a quorum and may transact all business for which the meeting is convened.

27. The President of the Association shall preside as Chairman at all General and Board Meetings of the Association. If the President is not present, the Immediate Past President shall preside as Chairman of the said Meetings. If Immediate Past President is not present, any Vice-President or any member of the Board of Directors who deputised the President shall take the chair in his place and if the President has not been so deputised, any member of the Board of Directors present may be elected to be Chairman of that meeting.

28. The Chairman may (and shall, if so directed by the meeting) adjourn any meeting from time to time and from place to place, although a quorum is present at the meeting. When a meeting is adjourned under these Articles for ten days or more, notice of the meeting shall be given as the case of an original meeting.

29. At any meeting a resolution put to vote at the meeting shall be decided by a show of hands, or by ballot whichever the Chairman of the meeting thinks fit and a declaration by the Chairman that a resolution has, on a show of hands or on a ballot, been carried, or carried unanimously or by a particular majority of lost an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

30. In the case of an equality of votes, with the exception in election meeting, whether on a show of hands or on ballot, the Chairman of the meeting shall be entitled to a second or casting vote.

### **VOTES OF MEMBERS**

31. (a) Each Ordinary member attending the meeting in person or by proxy shall be entitled to one vote. But no member shall be entitled to vote at any meeting unless all moneys presently payable by him to the Association have been paid and unless he has become an Ordinary member for at least two months.

31. (b) The instrument appointing a proxy shall be in writing under the hands of both the appointor and the proxy and shall be in the following form or as near thereto as the circumstances will admit: -

I \_\_\_\_\_ of Junior Chamber International Queensway (Hong Kong) Limited, being an Ordinary Member for the above-named Association hereby appoint \_\_\_\_\_ of Junior Chamber International Queensway (Hong Kong) Limited to vote for me and on my behalf at the General Meeting of the Association to be held on the day of \_\_\_\_\_ and at every adjournment thereof unless this instrument has previously been revoked by me.

Dated this \_\_\_\_\_ day of \_\_\_\_\_

Signature: .....  
Appointor

Signature: .....  
Proxy

31. (c) The instrument appointing a proxy shall be deposited at the registered office of the Association or with the Honorary Secretary of the Association, at any time before ascertainment of voting strength by the Chairman at the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid.

31. (d) A proxy must be an ordinary member of the Association. No member can be appointed as proxy for more than one member at the same meeting.

### **NOTICE OF MEETINGS**

32. Save and except in the case of the regular monthly meetings of the Association and the regular monthly meetings of the Board of Directors, a notice in writing of not less than 21 days in duration inclusive of the day for which notice is given specifying the place, the date and hour of meeting and in case of special business, the general nature of the business shall be given in manner hereinafter provided, or in such other manner, if any, as may be prescribed by the Association in general meeting to such persons as are, under the regulations of the Association entitled to receive notice from the Association. Provided that with the consent of all the members entitled to receive notice of a particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

33. The accidental omission to give notice of a meeting to, or the non-receipt of notice of meeting by, any member shall not invalidate the proceedings at any meeting and the resolution proposed and passed thereat.

## **BOARD OF DIRECTORS**

34. There shall be a Board of Directors to manage and conduct the business of the Association. The Board of Directors shall consist of: -

- (a) a President;
- (b) not less than 2 and not more than 6 Vice-Presidents;
- (c) not more than 10 Directors;
- (d) an Honorary Secretary;
- (e) an Honorary Treasurer; and
- (f) the Immediate Past President

35. Any member of the Board of Directors with the exception of the president of the Association, shall be eligible to be re-elected or re-appointed to the same position for the following year. The president however shall not be re-elected for the following year.

36. The Immediate Past President shall be an ex officio member of the Board of Directors and shall be eligible to be a member of the Board of Directors notwithstanding that he may be over 40 years of age.

37. The term of office of all members of the Board of Directors shall normally commence on the 1st day of January of the year and expires on the 31st day of December of the same year, or until the succeeding Board is elected, if later.

## **POWERS OF THE BOARD OF DIRECTORS**

38. The management of the business and control of the Association shall be vested in the Board of Directors which, in addition to the powers and authorities and discretions by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by the Ordinance expressly directed or required to be exercised or done by the Association in general meeting, but subject nevertheless to the provisions of the Ordinance, and of these presents, and to any regulations from time to time made by the Association in general meeting not being inconsistent with such provisions or these present; but no regulation so made shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.

39. Without prejudice to the general powers contained in the preceding clause and in these Articles and Board of Directors shall have power: -

- (a) To pay all the costs and expenses of and incidental to the promotion, formation, registration and establishment of the Association and for the purpose of achieving the objects of the Association.
- (b) To acquire by purchase or otherwise, any property, rights or privileges, capable of being validly acquired by the Association and to settle the consideration terms and conditions.
- (c) To bring and prosecute, and to defend any legal or other proceedings, to compromise, settle, abandon, refer to arbitration, any such proceedings, or any claim by or against the Association and to give time to any debtor of the Association.
- (d) To invest or otherwise deal with the moneys of the Association not immediately required upon such securities and in such manner as they think fit, and from time to time to vary or realise such investment.
- (e) To raise or borrow any moneys required for the purposes of the Association upon such terms and on such securities as may be determined and to secure the repayment of or to raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Association.
- (f) From time to time to make, vary and repeal by laws for the regulation of the affairs of the Association its officers and servants.
- (g) To make, fulfill, rescind, modify, or vary any contract, and to do all such acts and things as they may think expedient for the purpose of the Association.
- (h) To pay all costs, charge and expenses of and incidental to the carrying out of the objects for which the Association is established.
- (i) To appoint, suspend and remove the secretary, cashier, clerks, agents and servants and may fix their remuneration and determine their duties.
- (j) To approve or disapprove application for membership and to admit or expel persons as members of the Association.

### **QUALIFICATION**

40. A candidate for the Presidency shall upon nomination pay forthwith the annual subscription fees for the following two years.

41. Save and except the candidate for the Presidency, every candidate for membership in the Board of Directors shall upon nomination pay forthwith the annual subscription fee for the following year.



42. Save and except in the case of the first Board of Directors, all candidates shall attend interview and caucus meetings arranged by the Nomination Committee and shall make election speeches before voting takes place.

43. Save and except in the case of the first Board of Directors, a member must have been an Ordinary Member of the Association for at least 2 months before he can be elected as a Director.

44. Save and except in the case of the first Board of Directors, a member must have become an Ordinary Member of the Association for at least 9 calendar months before he can be elected as the President, Vice President, Honorary Secretary or Honorary Treasurer.

45. Save and except in the case of the first Board of Directors, no member shall be eligible to be elected as the President unless he has been a Vice President, an Honorary Secretary or an Honorary Treasurer for at least 9 calendar months.

46. Notwithstanding any of the provisions in Articles 42, 43, 44 and 45, part or all of the requirements set out therein may be waived by a resolution of the Ordinary Members of the Association based on not less than two-third of the votes cast at the General Meeting by the Ordinary Members present in person or by proxy approving of the resolution.

47. The President of the Association shall be chief executive in managing the affairs of the Association. He shall chair all general meetings and directors' meetings of the Association with the exception of the election meeting. He shall report to the members in general meetings the activities and other matters of the association up to August of the year and shall before the end of February of the following year dispatch all reports of the Executive Committee to the members of the Association.

48. The Vice-Presidents of the Association shall assist the President in managing the affairs of the Association and shall in particular be responsible for planning and supervision of projects and activities of the Board of Directors.

49. The Honorary Secretary of the Association shall be responsible for keeping the seal, the documents and the true records of the Association. He shall also be responsible for preparing agenda of meetings, taking minutes of meetings and serving the appropriate notices of the meetings to members of the Association and handling general correspondence of the Association. The Honorary Secretary of the Association shall also be responsible to file the Annual Returns of the Association and attend to other matters as required by the Companies Ordinance (Chapter 32).

50. The Honorary Treasurer of the Association shall be responsible for preparing the budget of the Association for the year, preparing proper accounts of the financial conditions of the Association and preparing the interim financial report of the Association 10 days before the date of the Annual General Meeting to be adopted in the said meeting. He shall also be responsible for preparing the Balance Sheet of the Association as at 31st December of the year together with a Surplus and Deficit Account for auditing purpose before 31st March of the following year. The Honorary

Treasurer shall also be responsible for attending to all necessary and appropriate arrangements in respect of the bank accounts of the Association.

51. The Immediate Past President shall provide advice to the President and the Board of Directors on all matters relating to management conduct or business of the Association and shall assist, encourage and support the President and other members of the Board of Directors in their work. He shall also report to the Annual General Meeting all affairs of the Association for the period from the preceding Annual General Meeting up to 31st December of the preceding year.

52. The Board of Directors shall be responsible for planning and supervising the conduct of the business of the Association. Save and except the Immediate Past President, each member of the Board of Directors shall submit written report of his work to the President within one month after expiry of the term of his office.

### **ELECTION OF BOARD OF DIRECTORS**

53. Election of the members of the Board of Directors shall be held at General Meeting of the Association. A candidate for directorship shall receive over 50% of the voting strength of the Meeting before he can be elected. If any candidate fails to receive over 50% of the total voting strength at three votings at the same meeting, he shall be deemed to be disqualified for running any post at the same meeting.

54. Election regulations shall be prepared by the Nomination Committee for the approval of the Board of Directors. The Chairman of the Nomination Committee shall be appointed by the President.

### **PROCEEDINGS OF THE MEETING OF THE BOARD OF DIRECTORS**

55. The Board of Directors may meet together for the dispatch of business and may adjourn or otherwise regulate its meetings and business as it may think fit. Regular monthly Meeting of the Board of Directors shall be convened each month and at such time and place as the President may decide. Special Meeting of the Board of Directors shall be convened by special notice.

56. One half of the total number of members of the Board of Directors shall constitute a quorum of a meeting of the Board of Directors.

57. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes, and in case of an equality of votes the chairman shall have a second or casting vote.

58. The Board of Directors may delegate any of its powers to committees consisting of such members of the Board or other members of the Association as it shall think fit and may from time to time revoke such delegation or revoke the appointment of any such Committee or any member thereof. Any committee so

formed shall in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed on it by the Board.

59. A Director may appoint in writing a representative to attend for him any Board meeting provided that such representative must be an ordinary member of the Association and provided further that such representative shall have no right to vote at the Board Meeting.

60. Questions arising at any meeting of the Association shall be decided by a simple majority of votes save and except that: -

- (a) questions arising at any Extraordinary General Meeting, and questions relating to election, including but not limited to reopening of Nomination, shall be decided by two-third majority of votes.
- (b) questions relating to amendment of the Memorandum and Articles of Association shall be decided by two-third majority of votes.

#### **DISQUALIFICATION OF DIRECTORS**

61. The office of a director shall be vacated, if he: -

- (a) becomes bankrupt; or
- (b) is found lunatic or becomes of unsound mind; or
- (c) resigns his office by notice in writing to the Association or to the Board of Directors; or
- (d) is guilty of misconduct and is removed by the Board of Directors or by an Ordinary Resolution of General Meeting; or
- (e) ceases to be a member of the Association; or
- (f) fails to attend three consecutive meetings of the Board of Directors without acceptable reason.

62. The Board of Directors shall fill up any vacancy occurring in the Board of Directors by reasons of the aforesaid circumstances within 60 days from the date when such vacancy occurs.

#### **EXECUTIVE AND SIGNATURE OF DOCUMENTS ETC.**

63. The Seal of the Association shall be kept by the Honorary Secretary at the registered office of the Association and shall not be used except with the authority of the Board of Directors.

64. All documents with the exception of Certificates or Testimonials of Membership or Officership of the Association requiring to be sealed with the Seal of the Association shall be deemed to be properly executed if sealed with the Seal of the Association and signed by the President and any one of the following persons viz: any one of the Vice Presidents, the Honorary Secretary and the Honorary Treasurer.

65. All Certificates or Testimonials of Membership or Officership or Certificates or Testimonials of any kind of the Association requiring the seal of the Association shall be deemed to be properly executed if seal with the Seal of the Association and signed by the President or the Immediate Past President of the Association.

66. All contracts and other kinds of Certificates or Testimonials, instruments or documents requiring to be signed but not requiring the Seal of the Association shall be deemed to be properly signed if jointly signed by the President and a Vice-President of the Association with the prior written authority of the Board of Directors.

#### **ACCOUNTS AND FINANCE**

67. The Board of Directors shall cause the accounts to be kept: -

- (a) Of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure take place.
- (b) Of the assets and liabilities of the Association; and
- (c) Of any other matters necessary for showing the true and fair view of the state of affairs of the Association.

68. The book of accounts shall be kept at the registered office of the Association or at such place or places as the Board of Directors may think fit.

69. All cheques drawn on the Association's current bank account and all orders for payment, promissory notes, and other negotiable instruments contracts and instruments entered into by the Association shall be signed by the President or the Honorary Treasurer and any one of the following persons viz: any one of the Vice Presidents, the Honorary Secretary and a member appointed by the Board of Directors.

70. The bank accounts in the name of the Association shall be opened in any recognized bank in Hong Kong for the general administrative funds of the Association.

71. Once at least in every year the accounts of the Association shall be examined, and the correctness of the Income and Expenditure account and balance sheet ascertained by one or more auditor or auditors.

72. The Association at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting.

- 72A. At the Annual General Meeting in every year, the directors shall lay before the members of the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than 4 months before such meeting, together with a proper balance sheet made up as at the same date. All such balance sheets and reports (all of which shall be prepared in accordance with the statutory requirements for the time being enforce) and of any other documents required by law to be annexed or attached thereto shall be sent to the auditors and to all other persons entitled to receive notice of General Meeting in the manner in which notices are directed to be served under these articles.
- 72B. Unless otherwise determined by the Board of Directors and subject to the compliance with Clause 71 of these articles, the accounting year of the Association shall end on the 31st day of December each calendar year and the annual account of the Association shall be made up to this date for each and every calendar year.
- 72C. The directors may from time to time set aside such part of the fund of the Association as shall in their view not be required for the day-to-day management expenses of the Association for the establishment of a Trust Fund and vests the same in a Trustee comprising of 4 Past Presidents of the Association together with the current year's President as the ex-officio member. The term of office of the members of the Trustee shall be 3 years (with the exception of the ex-officio member, namely the current year's President whose term of office shall be in accordance with his term as the President of the Association). At the end of the term of office of a member of the Trustee, the member concerned shall retired but shall be eligible for re-appointment. During the first year of the appointment of the Trustee, members of the Trustee shall appoint among themselves a Chairman of the member of the Trustee. The Chairman of the members of the Trustee shall, not later than 3 months prior to the expiry of his term of office, recommend a new Chairman to the current year's President who shall decide on the final appointment to be adopted by the Board. The Chairman so appointed shall in turn appoint other members of the Trustee from members of the Board of Directors and shall present the recommended lists of members of the Trustee to the Board of Directors for its consideration and approval. The Trust Fund shall be applied for such purpose as the Trustee may from time to time designate and be adopted by the Board and to the extent of funds that are not required for the immediate use of the Association or required to meet with the usual liabilities of Association, and may be invested by the Trustee in such manner as the Trustee may be authorised to do so by the Board from time to time.

## **AMENDMENT OF ARTICLES**

73. Provisions of these Articles shall not be amended unless and until the proposed amendment with reasons in support shall have been circulated to members of the Association 28 days before the date schedule for holding the Extraordinary General Meeting to amend the Articles and shall have been duly passed and approved by not less than two-third of the members present at the meeting.

## **INDEMNITY OF OFFICERS**

74. The Directors, agents and officers, for the time being of the Association shall be indemnified out of the funds of the Association against all costs, charges, losses, damages, and expenses which they or any of them shall respectively incur or be put to on account of any contract, act, deed, matter, or thing, which shall be made, done entered into, or executed by them respectively on behalf of the Association, and shall be reimbursed by the Association all reasonable expenses incurred by them in or about any legal proceedings or arbitrations on account of the Association or otherwise in the execution of their respective office except as herein otherwise provided, and except such costs, damages, and expenses as shall happen through their respective wilful neglect or default and they or any of them shall not be chargeable for any money which they or he shall not actually receive, nor be answerable for the act, receipt, neglect, or default of any other officer, nor for any banker, broker, collector, agent, or other person appointed by the Association with whom or into whose hands any property or money of the Association shall be deposited, or for the insufficiency of any security upon which any of the money of the Association shall be invested, nor any loss or damage which may happen except the same shall happen or through their or his own wilful neglect or default.

## **WINDING UP**

75. The Provisions of Clause 11 of the Memorandum of Association relating to the Winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

## **NOTICES**

76. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notices to him.

77. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying, and posting a letter containing the notice; in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

78. If a member has no registered address within Hong Kong and has not supplied to the Association any address within Hong Kong for the giving of notices to

him, a notice addressed to him and advertised in the Gazette, shall be deemed to be duly given to him at noon on the day on which the advertisement appears.

Names, Addresses and Descriptions of Subscribers

(Sd.) LI YUEN WAH, RAINBOW (李婉華)  
Room 1062, Block G,  
Lok Man Sun Chuen,  
Kowloon.  
Manager

(Sd.) LAU KING YIN, LARRY (劉敬賢)  
Flat D5, 2/F.,  
18 Ocean Park Road,  
Wong Chuk Hang,  
Hong Kong.  
Civil Servant

(Sd.) LAM KIT CHING (林潔貞)  
No.1, BB, 2/F., Nam Wai,  
Sai Kung,  
New Territories.  
Assistant Manager

(Sd.) KOO YUET WAH, GRACE (顧月華)  
Flat E, 14/F.,  
Lee Wing Building,  
158 Hennessy Road,  
Wanchai,  
Hong Kong.  
Administrative Assistant

Dated the 6th day of August, 1985.

WITNESS to the above signatures:

(Sd.) SUN TIM TONY  
Builder  
3rd Floor,  
182 Hennessy Road, Wanchai,  
Hong Kong.

Names, Addresses and Descriptions of Subscribers

(Sd.) CHU YING YAU (朱應邱)

213 Fa Yuen Street,  
10/F., Block D,  
Kowloon.

Production Analyst

(Sd.) LO TSUI YAN, EPIE (盧翠茵)

1103, Wah On House,  
Wah Fu Estate,  
Hong Kong.

Secretary

(Sd.) WONG YUK BING, PATRICIA (黃玉冰)

20/F., Block D, Mongkok Building,  
97, Mongkok Road,  
Kowloon.

Secretary

(Sd.) KWONG WING KAP (鄺榮甲)

3 Ah Kung Ngam Road,  
Room 525, Shaukiwan,  
Hong Kong.

Quantity Surveyor

Dated the 6th day of August, 1985.

WITNESS to the above signatures:

(Sd.) SUN TIM TONY

Builder

3rd Floor,

182 Hennessy Road, Wanchai,  
Hong Kong.