

ARTICLES OF ASSOCIATION
OF
HONG KONG TAEKWONDO ASSOCIATION LIMITED

香港跆拳道協會有限公司

Incorporated the 14th day of February, 1967.

HONG KONG

**THE COMPANIES ORDINANCE
(Chapter 622)**

SPECIAL RESOLUTION

OF

HONG KONG TAEKWONDO ASSOCIATION LIMITED

Passed on the 14th June 2019

At an Extraordinary General Meeting of the Members of the above Company duly convened on 14th June 2019 the following Special Resolution was duly passed:

Alteration of Articles of Association

THAT the existing Articles of Association of the Company be repealed and replaced by the attached new Articles of Association and the new Articles of Association is hereby approved and adopted as the Company's new Articles of Association.

(Sd.) CHING Men-Ky Carl

.....
CHING Men-Ky Carl
President

Date this 14th June 2019

No. 13826

編號

(COPY)

副本

CERTIFICATE OF CHANGE OF NAME

公司更改名稱證書

I hereby certify that

本人謹此證明

HONG KONG TAE KWON-DO ASSOCIATION LIMITED

香港跆拳道協會有限公司

having by special resolution changed its name, is now incorporated under the
已藉特別決議更改其名稱，該公司根據

Companies Ordinance (Chapter 32 of the Laws of Hong Kong) in the name of
《公司條例》(香港法例第32章)註冊的名稱現為

HONG KONG TAE KWONDO ASSOCIATION LIMITED

香港跆拳道協會有限公司

Issued on 27 May 2010.

本證書於二〇一〇年五月二十七日發出。

(sd.) Ms. Ada L L Chung

.....
Registrar of Companies
Hong Kong

香港公司註冊處處長鍾麗玲

Note 註：

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

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTION

OF

HONG KONG TAE KWON-DO ASSOCIATION LIMITED

Passed of the 15 day of May, 2010

At an Extraordinary General meeting of Hong Kong Taekwon-Do Association Limited duly convened and held at registered office on 15 day of May, 2010, the following Special Resolution was duly proposed and Passed:-

'THAT the name of the Company be changed from

HONG KONG TAE KWON-DO ASSOCIATION LIMITED
香港跆拳道協會有限公司

to

HONG KONG TAEKWONDO ASSOCIATION LIMITED
香港跆拳道協會有限公司

(sd.) CHING Men-Ky Carl

.....
CHING Men-Ky Carl
Chairman

No. 13826

編號

(COPY)

副本

CERTIFICATE OF CHANGE OF NAME

公司更改名稱證書

I hereby certify that

本人謹此證明

Hong Kong Tae Kwon-Do Association Limited

having by special resolution changed its name, is now incorporated under
經通過特別決議，已將其名稱更改，該公司現根據

the Companies Ordinance (Chapter 32) in the name of

《公司條例》(第32章)註冊的名稱為

HONG KONG TAE KWON-DOASSOCIATION LIMITED

香港跆拳道協會有限公司

Issued on 6 January 2010.

本證書於二〇一〇年一月六日發出。

(sd.) Ms. Fanny Wing-chi LAM

.....
for Registrar of Companies
Hong Kong

香港公司註冊處處長

(林詠芝 代行)

Note 註：

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

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTION

OF

HONG KONG TAE KWON-DO ASSOCIATION LIMITED

Passed of the 21 day of December, 2009

At an Extraordinary General meeting of Hong Kong Tae Kwon-Do Association Limited duly convened and held at registered office on 21 day of December, 2009, the following Special Resolution was duly proposed and Passed:-

'THAT the name of the Company be changed from

Hong Kong Tae Kwon-Do Association Limited

to

HONG KONG TAEK WON-DO ASSOCIATION LIMITED
香港跆拳道協會有限公司

(sd.) CHING Men-Ky Carl

.....
CHING Men-Ky Carl
Chairman

[COPY]

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

**HONG KONG TAE KWON-DO
ASSOCIATION LIMITED**

is this day incorporated in Hong Kong under the Companies Ordinance, and that this company is limited.

GIVEN under my hand this 14th day of February One Thousand Nine Hundred and Sixty-seven.

(Sd.) S.S. Tan

*for Registrar of Companies,
Hong Kong.*

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION OF

HONG KONG TAEKWONDO ASSOCIATION LIMITED

香港跆拳道協會有限公司

PART A

1. Company Name

The name of the company is

“HONG KONG TAEKWONDO ASSOCIATION LIMITED

香港跆拳道協會有限公司”

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 afterwards, for the payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

Class of Members

All Members
HK\$100

Amount to be contributed by each of the members in this class

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Name(s) of Founder Members	
(sd.) Eric P. Hunt Garage Manager 889, Kings Road, Apt. "D" 4/Floor, H.K.	(sd.) Thomas Gordon Crabb Bank Official 35, Plantation Road, Hong Kong.
(sd.) Nicholas Ian Seton Howden Bank Official 35, Plantation Road, Hong Kong.	(sd.) Eduino Santos Martinez Company Director 5B Takshing Terrace, Cox's Road, Kowloon.
(sd.) Cyril George Brown, Building Contractor 280, Prince Edward Road, Kowloon.	(sd.) Desmond Derek Marshall Company Director 4D Carnival Mansion, Austin Avenue, Kowloon.
(sd.) George Omiros Aircraft Engineer 2, Cambridge Road, Kowloon Tong.	

Dated the 14th day of February, 1967.

WITNESS to the above signatures:

(sd.) Solicitor
Hong Kong.

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Part 1 Interpretation

1. Interpretation

(1) In these articles—

alternate (候補者) and **alternate director** (候補董事) mean a person appointed by a director as an alternate under article 28(1) of Part B;

appointor (委任者)—see article 28(1) of Part B;

articles (本《章程細則》) means the articles of association of the Association;

associated company (有聯繫公司) means—
a subsidiary of the company;

chairman (主席) means the chairperson of the Executive Committee elected for the time being by the annual general meeting as Chairman of the Association;

director (董事) means a member of the Board of Directors;

executive committee member (執行委員會成員) shall include the President, Vice President(s), Secretary, Treasurer, all official members and all ex-official members for the time being of the Association;

honorary president (名譽會長) means a person appointed by the executive committee of the Association to hold the honorary post as Honorary President but not a member of the Executive Committee within the meaning of these Articles;

members (會員) shall mean members only for the time being of the Association;

mental incapacity (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

officers (職守人員) shall mean the President, Secretary and Treasurer for the time being of the Association.

Ordinance (《條例》) means the Companies Ordinance (Cap. 622);

president (會長) means a member of the Executive Committee elected for the time being by the annual general meeting to perform the duties of the President of the Association;

proxy notice (代表通知書)—see article 54(1) of Part B;

secretary (總幹事) means a member of the Executive Committee elected for the time being by the annual general meeting to perform the duties of the Secretary of the Association;

treasurer (司庫) means a member of the Executive Committee elected for the time being by the annual general meeting to perform the duties of the Treasurer of the Association;

(2) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the Association.

(3) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

Part 2 Objects

2. Objects

The objects for which the Association is established are specifically expressed below:

(1) To promote and encourage the physical, moral and cultural education of the people of Hong Kong.

(2) To take part and co-operate with other similar association or associations in compiling rules and regulations governing International taekwondo Competition for men and women with amateur status.

(3) To promote taekwondo as an art worthy of its glorious history and to take such steps and make such preparations as are necessary to make the sport of taekwondo a participating event in the Olympic Games.

(4) To promote and enhance the authority and value of taekwondo by developing and standardizing the techniques and theory in Hong Kong and throughout the world.

(5) To co-operate in carrying out the object of the Association with any association or associations throughout the world with object similar to those of this Association and co affiliate this Association with World Taekwondo Federation in Seoul in the Republic of Korea.

(6) To hold or arrange or to co-operate with other similar association or associations in holding or arranging competitions in taekwondo and offer and grant or contribute towards the provision of prizes, awards and distinctions.

Part 3 Executive Committee, Directors, Officers and Company Secretary Division 1—Directors' Powers and Responsibilities

3. Executive Committee's general authority

(1) Subject to the Ordinance and these articles, the operations and affairs of the Association are managed by the Executive Committee, who may exercise all the powers of the Association.

(2) An alteration of these articles does not invalidate any prior act of Executive Committee that would have been valid if the alteration had not been made.

(3) The powers given by this article are not limited by any other power given to Executive Committee by these articles.

(4) Executive Committee's meeting at which a quorum is present may exercise all powers exercisable by Executive Committee.

4. Members' reserve power

- (1) The members may, by special resolution, direct Executive Committee to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the Executive Committee members have done before the passing of the resolution.

5. Executive Committee may delegate

- (1) Subject to these articles, Executive Committee may, if they think fit, delegate any of the powers that are conferred on them under these articles—
 - (a) to any person or committee;
 - (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.
- (2) If Executive Committee so specify, the delegation may authorize further delegation of the Executive Committee's powers by any person to whom they are delegated.
- (3) Executive Committee may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

6. Executive Committee and other Committees

- (1) The Association shall have an Executive Committee consisting of nine official members and several ex-official members shall be elected in general meeting by all voting members. The term of official members and ex-official members shall be in accordance with article 12 of Part B.
- (2) The Association shall have the Technical Committee as a standing committee to perform the technical affairs of the Association and events held by Association in every calendar. The Commissioner of Technical Committee shall be elected in general meeting by all voting members. The term of office of the Commissioner of the Technical Committee shall be in accordance with article 12 of Part B.
- (3) The Commissioner of Technical Committee can be assisted by any or all Vice-Commissioner elected in general meeting by all voting members when the Commissioner in the discharge of his duties and act in his absence. The term of office of the Vice-Commissioner of the Technical Committee shall be in accordance with article 12 of Part B.
- (4) The number of Sub-Committee of the Association shall be determined by the simple majority of the voting members in a meeting of the Technical Committee and such committee(s) may be increased or reduced pursuant to the mechanism as set at in this sentence. The chief of the Sub-Committee(s) of the Association shall be determined by the simple majority of the voting members in a meeting of the Technical Committee.
- (5) The Association may by extraordinary resolution remove any member of any Committee before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead.
- (6) In case of casual vacancy occurring in any of the Sub-Committees of the Association, the Technical Committee Commissioner may appoint such member as they think fit to fill up such vacancy. The member so appointed shall be subject to retirement at the same time as if he had become such a Sub-Committee member on the day on which the Sub-Committee member in whose place he is appointed was last elected a Committee member.
- (7) All acts done by any meeting of a sub-committee or by any person acting as a Sub-Committee member of the association shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Sub-Committee members acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Sub-Committee member of the Association.
- (8) The Executive Committee member shall be vacated, if the member
 - (a) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
 - (b) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
 - (c) becomes a mentally incapacitated person;
 - (d) resigns his office by notice in writing of the resignation to the Association or
 - (e) for more than 6 months has been absent without the Executive Committee's permission from Executive Committee members' meetings held during that period; or
 - (f) ceases to be a member.

Division 2—Decision-taking by Executive Committee

7. Executive committee members to take decision collectively

- A decision of the Executive Committee members may only be taken—
- (a) by a majority of the Executive Committee members at a meeting; or
 - (b) in accordance with article 8 of Part B.

8. Unanimous decisions

- (1) A decision of the Executive Committee members is taken in accordance with this article when all eligible Executive Committee members indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Executive Committee member or to which each eligible Executive Committee member has otherwise indicated agreement in writing.

- (3) A reference in this article to eligible Executive Committee members is a reference to Executive Committee members who would have been entitled to vote on the matter if it had been proposed as a resolution at Executive Committee members' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible Executive Committee members would not have formed a quorum at an Executive Committee members' meeting.

9. Calling Executive Committee members' meetings

- (1) Any Executive Committee may call by giving notice of the meeting to the Executive Committee members by Chairman and Secretary will give such notice
- (2) Any Executive Committee member may call an Executive Committee members' meeting by giving notice of the meeting to the Executive Committee members by the authorization from Chairman and Secretary to give such notice.
- (3) Notice of an Executive Committee members' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (4) Notice of an Executive Committee members' meeting must be given to each Executive Committee members, but need not be in writing.

10. Participation in Executive Committee members' meetings

- (1) Subject to these articles, Executive Committee members participate in an Executive Committee members' meeting, or part of Executive Committee members' meeting, when—
 - (a) the meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Executive Committee members are participating in an Executive Committee members' meeting, it is irrelevant where an Executive Committee member is and how they communicate with each other.
- (3) If all the Executive Committee members participating in an Executive Committee members' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

11. Quorum for Executive Committee members' meetings

- (1) At an Executive Committee members' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Executive Committee members' meetings may be fixed from time to time by a decision of the Executive Committee members, but it must be at least 50% of total Executive Committee member.

12. Appointment and retirement of Executive Committee members

- (1) A person who is willing to act as an Executive Committee members, and is permitted by law to do so, may be appointed to be an Executive Committee members—
 - (a) by voting year's annual general meeting ordinary resolution; or
 - (b) by a decision of the non-voting year's annual general meeting ordinary resolution.
- (2) An Executive Committee member appointed under paragraph (1)(a) holds office for four years of time.
- (3) An appointment under paragraph (1)(b) may only be made to—
 - (a) fill a casual vacancy; or
 - (b) appoint an Executive Committee member as an addition to the existing Executive Committee members if the total number of Executive Committee members does not exceed the number fixed in accordance with these articles.
- (4) An Executive Committee member appointed under paragraph (1)(b) must—
 - (a) retire at the next voting year's annual general meeting following the appointment; or
 - (b) if the Association has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Association's accounting reference period by reference to which the financial year in which the Executive Committee member was appointed is to be determined.

13. Meetings if total number of Executive Committee members less than quorum

If the total number of Executive Committee members for the time being is less than the quorum required for Executive Committee members' meetings, the Executive Committee members must not take any decision other than a decision to call a general meeting so as to enable the members to appoint further Executive Committee members.

14. Chairing of Executive Committee members' meetings

- (1) Chairman of the Association elected for the time being by the annual general meeting is the chairperson of the Executive Committee.
- (2) The Secretary may chair their meetings, if the chairperson is not participating in Executive Committee members' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting.
- (3) If the Secretary are not participating in Executive Committee members' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating Executive Committee members may appoint one of themselves to chair it.
- (4) The person appointed for the time being is known as the chairperson.
- (5) The Executive Committee members may terminate the appointment of the chairperson at any time.

15. Chairperson's casting vote at Executive Committee members' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other Executive Committee member chairing the Executive Committee members' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other Executive Committee member is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Alternates voting at Executive Committee members' meetings

An Executive Committee member who is also an alternate Executive Committee member has an additional vote on behalf of each appointor who—

- (a) is not participating in Executive Committee members' meeting; and
- (b) would have been entitled to vote if he or she were participating in it.

17. Conflicts of interest

- (1) This article applies if—
 - (a) an Executive Committee member is in any way (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 Executive Committee member's interest is material.
- (2) The Executive Committee members' must declare the nature and extent of the Executive Committee members' interest to the other Executive Committee members in accordance with section 536 of the Ordinance.
- (3) The Executive Committee member must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the Executive Committee members' is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) Paragraph (3) 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.
- (5) If the Executive Committee member contravenes paragraph (3)(a), the vote must not be counted.
- (6) Paragraph (3) does not apply to—
 - (a) an arrangement for giving Executive Committee member any security or indemnity in respect of money lent by the Executive Committee member to or obligations undertaken by the Executive Committee member 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 Executive Committee member has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) subject to article 26 of Part B, an arrangement under which benefits are made available to employees and Executive Committee members or former employees and Executive Committee members of the Association or any of its subsidiaries, which do not provide special benefits for Executive Committee members or former Executive Committee members.
- (7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

18. Supplementary provisions as to conflicts of interest

- (1) Subject to article 26 of Part B, Executive Committee member may hold any other office under the Association (other than the office of auditor) in conjunction with the office of Executive Committee member for a period and on terms that the Executive Committee members determine.
- (2) Executive Committee member or intending Executive Committee member is not disqualified by the office of Executive Committee member from contracting with the Association—
 - (a) with regard to the tenure of the other office mentioned in paragraph (1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the Association in which any Executive Committee member is in any way interested is not liable to be avoided.
- (4) Executive Committee member who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the Association for any profit realized by the transaction, arrangement or contract by reason of—
 - (a) the Executive Committee member holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the Executive Committee member has declared the nature and extent of the Executive Committee members' interest under the paragraph to the other Executive Committee members in accordance with section 536 of the Ordinance.
- (6) Executive Committee member of the Association may be Executive Committee member or other officer of, or be otherwise interested in—
 - (a) any Association promoted by the Association; or
 - (b) any Association in which the Association may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the Executive Committee member is not accountable to the Association for any remuneration or other benefits received by the Executive Committee member as Executive Committee member or officer of, or from the Executive Committee member's interest in, the other Association unless the Association otherwise directs.

19. Validity of acts of meeting of Executive Committee members

The acts of any meeting of Executive Committee members or of a committee of Executive Committee members or the acts of any person acting as Executive Committee member are as valid as if the Executive Committee members or the person had been duly appointed as Executive Committee member and was qualified to be Executive Committee member, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the Executive Committee members or of the person acting as Executive Committee member;
- (b) any one or more of them were not qualified to be Executive Committee member or were disqualified from being a director;
- (c) any one or more of them had ceased to hold office as Executive Committee member; or
- (d) any one or more of them were not entitled to vote on the matter in question.

20. Record of decisions to be kept

The Executive Committee members must ensure that the Association keeps a written record of every decision taken by the Executive Committee members under article 7 of Part B for at least 10 years from the date of the decision.

21. Executive Committee members' discretion to make further rules

Subject to these articles, the Executive Committee members may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to Executive Committee members.

Division 3—Appointment and Retirement of Directors

22. Appointment and retirement of directors

- (1) A person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
 - (a) by voting year's annual general meeting ordinary resolution; or
 - (b) by a decision of the non-voting year's annual general meeting ordinary resolution.
- (2) A director appointed under paragraph (1)(a) holds office for four years of time.
- (3) An appointment under paragraph (1)(b) may only be made to—
 - (a) fill a casual vacancy; or
 - (b) appoint a director as an addition to the existing directors if the total number of directors does not exceed the number fixed in accordance with these articles.
- (4) A director appointed under paragraph (1)(b) must—
 - (a) retire from office at the next voting year's annual general meeting following the appointment; or
 - (b) if the Association has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Association's accounting reference period by reference to which the financial year in which the director was appointed is to be determined.

23. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office.

24. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more directors to offices or employments with the Association or any other body corporate.
- (2) The proposals may be divided and considered in relation to each director separately.
- (3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

25. Termination of director's appointment

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) 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 director by an ordinary resolution of the Association.

26. Application of income and property and directors' remuneration

The income and property of the Association shall be applied solely towards the promotion of its objects as set out in article 2 of Part B in this Articles of Association and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, to members of the Association and no member of the Executive Committee or 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 no remuneration or other benefit in money or money's worth (except as article 27 of Part B) shall be given by the Association to any member of the Executive Committee or governing body.

27. Directors' expenses

Nothing herein shall prevent the payment, in good faith, by the Association—

- (1) of reasonable and proper remuneration to any member, officer or servant of the Association not being a member of the Executive Committee or governing body for any services actually rendered to the Association;
- (2) of reasonable and proper rent for premises demised or let by any member of the Association or of the Executive Committee or governing body;
- (3) of out-of-pocket expenses to any member of the Executive Committee or governing body;
- (4) of reasonable and proper remuneration or other benefit in money or money's worth to a body corporate in which a member of the Executive Committee or governing body 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 one-hundredth part of its votes; and

No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with article 26 of Part B herein contained.

Division 4—Alternate Directors

28. Appointment and removal of alternates

- (1) A director (**appointor**) may appoint as an alternate any other director, or any other person approved by resolution of the directors.
- (2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (3) An appointment or removal of an alternate by the alternate's appointor must be effected—
 - (a) by notice to the Association; or
 - (b) in any other manner approved by the directors.
- (4) The notice must be authenticated by the appointor.
- (5) 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 appointor.
- (6) 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 appointor.

29. Rights and responsibilities of alternate directors

- (1) An alternate director has the same rights as the alternate's appointor in relation to any decision taken by the directors under article 7 of Part B.
- (2) 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 appointors; and
 - (d) are deemed to be agents of or for their appointors.
- (3) Subject to article 17(3) of Part B, 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 appointor 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 appointor).
- (4) 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.
- (5) An alternate director is not entitled to receive any remuneration from the Association for serving as an alternate director.

30. Termination of alternate directorship

- (1) An alternate director's appointment as an alternate terminates—
 - (a) if the alternate's appointor 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 appointor, would result in the termination of the appointor's appointment as a director;
 - (c) on the death of the alternate's appointor; or
 - (d) when the alternate's appointor's appointment as a director terminates.
- (2) 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 28(1) of Part B is withdrawn or revoked; or
 - (b) the Association by an ordinary resolution passed at a general meeting terminates the appointment.

Division 5—Directors' Indemnity and Insurance

31. Indemnity

- (1) A director or former director of the Association 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 Association of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association.

- (2) Paragraph (1) only applies if the indemnity does not cover—
 - (a) any liability of the director to pay—
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the director—
 - (i) in defending criminal proceedings in which the director is convicted;
 - (ii) in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the director;
 - (iii) 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;
 - (iv) 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
 - (v) 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.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), 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.
- (5) For the purposes of paragraph (4)(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.

32. Insurance

The directors may decide to purchase and maintain insurance, at the expense of the Association, for a director 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
- (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.

Division 6—Officers

33. President, Secretary and Treasurer

The Association shall have Officers who shall preside at general meeting of the Association and shall be elected in general meeting by all voting members. The President and Secretary can be assisted by any or all Vice-President(s) and Vice-Secretary(s) elected in general meeting by all voting members when the President and Secretary in the discharge of his duties and act in his absence. The term of Officers shall be in accordance with article 12 of Part B.

Division 7—Company Secretary

34. Appointment and removal of company secretary

- (1) Subject to article 26 of Part B, the Executive Committee members may appoint a company secretary for a term, at a remuneration and on conditions they think fit.
- (2) The Executive Committee members may remove a company secretary appointed by them.

Part 4 Members

Division 1—Becoming and Ceasing to be Member

35. Membership

- (1) The number of members with which the Association proposes to be registered is to be taken to be unlimited.
- (2) The Membership Committee shall at their absolute discretion admit to membership in accordance with these Articles and shall be entered in the register of members accordingly, and none others shall be members of the Association. There shall be five classes of members namely:—
 - (a) Life members;
 - (b) Group members;
 - (c) Ordinary group members
 - (d) Observing group members and
 - (e) Honorary members.
- (3) Where any person desires to be admitted as a life member, group member, ordinary group members and observing group member of the Association he must sign and deliver to the Association an application for admission framed in such terms as required.
- (4) An honorary member shall remain as honorary member for life unless he relinquishes his membership by notice in writing to the Association.

36. Application for membership

The procedure and requirement for admission shall be as follows: —

- (1) Any person who is a resident of Hong Kong, of good character and for the time being nominated by the Executive Committee and approved by the Executive Committee of the Association shall be qualified to be admitted as an honorary member and life member.
- (2) Any organization which is a legal register entity in Hong Kong, with object similar to those of this Association and for the time being nominated by the Technical Committee and approved by the Executive Committee of the Association shall be qualified to be admitted as a observing group member.
- (3) Any observing group member for the time being nominated by the Technical Committee and approved by the Executive Committee of the Association shall be qualified to be admitted as an ordinary group member.
- (4) Any ordinary group member for the time being nominated by the Technical Committee and approved by the Executive Committee of the Association shall be qualified to be admitted as a group member.

37. Termination of membership

- (1) Any member desirous of resigning his membership of the Association shall give notice in writing to the Secretary of the Association and deposit the same at the registered office of the Association of his intention so to do, and upon the approval of the Executive Committee he shall cease to be a member.
- (2) If any member shall wilfully refuse to comply with the provisions of the Articles or bye-laws of the Association, or shall be guilty of any conduct unworthy of a gentleman or likely to be injurious to the Association as the case may be, such member shall be liable to expulsion by a resolution of the Executive Committee PROVIDED that at least 7 days before the Executive Committee meeting at which such resolution is intended to be passed he shall be given notice thereof and of the intended resolution for his expulsion, and that he shall before the passing of the resolution have had an opportunity of giving any explanation or defence in his own behalf as he thinks fit. A member expelled under this article shall then forfeit his rights and privileges of the Association.
- (3) Membership is not transferable.
- (4) A person's Life membership terminates when that person dies or ceases to exist.

38. Fees

The fees payable by members of the Association shall be as follows:

- (1) The fee payable by life members of the Association shall be determined by the Executive Committee from time to time.
- (2) The fee payable by group members, ordinary group members and observer group members of the Association shall be suggested by the Technical Committee and determined by the Executive Committee from time to time.

Division 2—Organization of General Meetings

39. General meetings

- (1) 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.
- (2) The directors may, if they think fit, call a general meeting.
- (3) 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.
- (4) 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.

40. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 14 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 7 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) 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.

- (5) Paragraph (4)(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.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, 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.

41. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
 - (a) every member; and
 - (b) every Executive Committee members.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Association must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

42. Accidental omission to give notice of general meetings

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.

43. Proceedings at general meetings

All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, statement of financial position, and the ordinary report of the Executive Committee and auditors, the election of Executive Committee members and the fixing of the remuneration of the auditors.

44. Attendance and speaking at general meetings

- (1) 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.
- (2) 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.
- (3) The Executive Committee members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.
- (5) Two 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.

45. Quorum for general meetings

- (1) It must be at least 50% of total members present in person or by proxy constitute a quorum at a general meeting.
- (2) 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.

46. Chairing general meetings

- (1) If President 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.
- (2) If Chairman of the Association is present at a general meeting and is willing to preside as chairperson at the meeting if—
 - (a) there is no President for the time being;
 - (b) the President is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the President is unwilling to act; or
 - (d) the President has given notice to the Association of the intention not to attend the meeting.
- (3) The Executive Committee members present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) there is no Chairman of the Association for the time being;
 - (b) the Chairman of the Association is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the Chairman of the Association is unwilling to act; or
 - (d) the Chairman of the Association has given notice to the Association of the intention not to attend the meeting.
- (4) The members present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) no Executive Committee member is willing to act as chairperson; or
 - (b) no Executive Committee member is present within 15 minutes after the time appointed for holding the meeting.
- (5) A proxy may be elected to be the chairperson of a general meeting by a resolution of the Association passed at the meeting.

47. Attendance and speaking by non-members

- (1) Executive Committee members may attend and speak at general meetings, whether or not they are members of the Association.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—
 - (a) members of the Association; or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

48. Adjournment

- (1) 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 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 Executive Committee members determine.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
- (3) The chairperson 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 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.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

49. General rules on voting

- (1) 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.
- (2) If a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (3) 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 or casting vote
- (4) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson 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 favour of or against the resolution.
- (5) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.
- (6) No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.
- (7) Honorary members and observing group members shall not be entitled to vote at any meeting whether by hand or on a poll.

50. Errors and disputes

- (1) 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.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

51. Demanding a poll

- (1) 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.
- (2) A poll on a resolution may be demanded by—
 - (a) the chairperson of the meeting;
 - (b) at least 2 members present in person or by proxy; or
 - (c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

52. Number of votes a member has

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 member present in person has 1 vote; and
- (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.

53. Votes of mentally incapacitated members

- (1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

54. Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing (**proxy notice**) that—
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that 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 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.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) 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.
- (4) 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.
- (5) 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.

55. Execution of appointment of proxy on behalf of member appointing the proxy

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 member appointing the proxy.

56. Delivery of proxy notice and notice revoking appointment of proxy

- (1) 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.
- (2) 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.
- (3) 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.

57. Effect of member's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the 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.
- (2) A member who is entitled to attend, speak or 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 member.

58. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy

- (1) 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.
- (2) Paragraph (1) 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
 - (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.

59. Amendments to proposed resolutions

- (1) 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 Association's 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.
- (2) 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).
- (3) 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.
- (4) 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 5

Miscellaneous Provisions

Division 1—Communications to and by Association

60. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to the Association under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Association for the purposes of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to an Executive Committee member in connection with the taking of decisions by Executive Committee members may also be sent or supplied by the means by which that Executive Committee member has asked to be sent or supplied with such a notice or document for the time being.
- (3) An Executive Committee member may agree with the Association that notices or documents sent to that Executive Committee member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2—Administrative Arrangements

61. Company seals

- (1) A common seal may only be used by the authority of the directors.
- (2) A common seal must be a metallic seal having the Association's name engraved on it in legible form.
- (3) Subject to paragraph (2), the directors may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the directors, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least 1 director of the Association and 1 authorized person.
- (5) For the purposes of this article, an authorized person is—
 - (a) any director of the Association;
 - (b) the company secretary; or
 - (c) any person authorized by the directors for signing documents to which the common seal is applied.

62. No right to inspect accounts and other records

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 authorized 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.

63. Accounts

- (1) The Executive Committee and the Treasurer shall cause proper books and accounts to be kept with respect to —
 - (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place;
 - (b) all sales and purchases of goods (if any) by the Association; and
 - (c) the assets and liabilities of the Association.
- (2) The income and assets of the Association shall consist of the following—
 - (a) the initial fee paid upon admission, determined by the Executive Committee;
 - (b) annual membership fees as determined by the Executive Committee;
 - (c) donations from members;
 - (d) donations from other persons or organization and accepted by the Executive Committee;
 - (e) funds received from the any Government;
 - (f) trust funds set up for purposes as approved by the Executive Committee
 - (g) interest and income from the above;
 - (h) any other income as shall be determined by the Executive Committee.
- (3) The books of account shall be kept at the registered office of the Association, or, subject to the provisions of the Ordinance, at such other place or places as the Executive Committee think fit, and

shall always be open to the inspection of the Directors.

- (4) The Executive Committee may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Executive Committee or by the Association in general meeting.
- (5) The Executive Committee shall 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, statement of financial position, group account (if any) and reports as are referred to in those provisions.
- (6) A copy of every statement of financial position (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Director's report and a copy of the auditor's report, shall not less than 14 days before the date of meeting be sent to every member. Provided that this Article shall not require a copy of those documents to be sent to any person whose address the Association is not aware or whose address is outside Hong Kong.

64. Audit

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

65. Auditor's insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the Association, for an auditor of the Association, against—
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Association; or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Association.
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance

66. Winding-up or dissolution

If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatever, 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—

- (1) having objects similar to the objects of the Association, and;
- (2) which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of article 26 of Part B and this article hereof,

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 Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and in so far as effect cannot be given to such provision, then to some other charitable object.