THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION OF SPORTS ASSOCIATION FOR THE PHYSICALLY DISABLED OF HONG KONG, CHINA 中國香港傷殘人士體育協會

Part 1

Preliminary

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(a) The name of the Company is "Sports Association for the Physically Disabled of Hong Kong, China 中國香港傷殘人士體育協會" ("the **Association**").

(b) The registered office of the Association will be situated in Hong Kong.

(c) The liability of the members of the Association is limited.

(d) 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 HK$100.00.

Interpretation

(1) In these Articles, unless there is something in the subject or context inconsistent therewith:

"**Annual General Meeting**"	means the yearly general meeting of the members of the Association.
"**Articles**"	means the Articles of Association from time to time of the Association.
"**Association**"	means the above-named Sports Association for the Physically Disabled of Hong Kong, China 中國香港傷殘人士體育協會.
"**Auditor**"	means the person(s) or firm appointed auditor of the Association for the time being.

"**Executive Committee**"	means the elected officers of the Association for the time being and each of such officers shall be deemed a 'director' of the Association for the purpose of the Ordinance.
"**Extraordinary General Meeting**"	means a general meeting of the Members as defined in Article 19(1).
"**First Member**"	shall have the meaning given in Article 10(1).
"**Hong Kong**"	means the Hong Kong Special Administrative Region of the People's Republic of China.
"**Members**"	means the members of the Association for the time being entered on the Register of Members.
"**Mentally Incapacitated Person**"	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.
"**month**"	means calendar month.
"**Ordinance**"	means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including the related subsidiary legislation and all statutory modifications or amendments thereof for the time being in force.
"**Para Athletes**"	means persons engaging in Para Sports who have an impairment that leads to a permanent and verifiable activity limitation such that they encounter difficulties in executing activities.
"**Para Sports**"	means sports which are practiced within the ambit of the International Paralympic Committee and Asian Paralympic Committee.
"**predecessor Ordinance**"	means the predecessor Ordinance as defined in section 2(1) of the Ordinance.
"**Proxy Notice**"	see Article 27(1).
"**Register of Members**"	means the register of all Members of the Association to be kept pursuant to the Ordinance.
"**reporting documents**"	means the reporting documents for a financial year as specified in section 357(2) of the Ordinance.
"**Seal**"	means the common seal of the Association.

"**Secretary**"	means the head of the secretariat of the Association as appointed in accordance with these Articles.
"**Subscriber**"	means those persons whose names are listed as being the subscribers of the Association in these Articles.

(2) "**In writing**" and "**writing**" shall include printing, typing, Braille, facsimile transmission and other modes of reproduction and representation of words in a visible form.

(3) Where appropriate words importing the singular number shall include the plural and words importing the feminine shall include the masculine and neuter and the converse shall also apply in each case, save where otherwise indicated by the sense of the Article. Hence, words importing one gender shall include all genders, and the singular includes the plural and vice versa.

(4) These Articles shall be construed with reference to the provisions of the Ordinance and subject as aforesaid the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance PROVIDED THAT in the event of a conflict between the terms of the Ordinance in the interpretation of a term used in these Articles the former shall prevail.

(5) The Articles of Association shall govern the internal affairs of the Association and its relationship with Members.

(6) The regulations in Schedule 3 to the Companies (Model Articles) Notice (Cap.622H of the Laws of Hong Kong) shall form part of these Articles save insofar as they are hereby excluded or modified or are inconsistent with the articles contained herein.

Part 2

Object and Charitable Status of the Association

Objects of the Association

The objects for which the Association is established is to support people with Physical and Visual Impairment in Hong Kong in accordance with the jurisdiction of International Paralympic Committee by encouraging, motivating and facilitating their participation in sporting activities and events and assisting in the provision of training, facilities and equipment for this purpose. To further the above objects, the Association shall carry on the following activities:-

(a) To promote and organise sports and physical recreation for the persons with Physical and Visual Impairment.

(b) To provide and maintain proper sporting and ancillary facilities for Para Athletes to foster their development and preparation for local and international competitions and the practice of all sports for persons with Physical and Visual Impairment.

(c) To organise and encourage participation in local and international sports competitions for persons with Physical and Visual Impairment.

(d) To coordinate and advise on the selection of Hong Kong Para Athletes to represent the Hong Kong Special Administrative Region in international competitions including but not limited to, the Paralympic Games, the Asian Paralympic Games, All China Games for the Disabled, relevant Youth or Junior Games and individual championships.

(e) To raise the standard of sports for persons with Physical and Visual Impairment.

(f) To ensure that rules of sports competition are observed.

(g) To foster the spirit of sportsmanship in Hong Kong.

(h) To condemn the use of performance enhancing drugs and doping practices in sport; and to support the latest Anti-Doping Rules of the World Anti Doping Agency and Hong Kong Anti Doping Committee, and any international federations that the Association is affiliated to; and to adopt them wholly as the Association's Anti Doping Policy.

Powers of the Association

In order to facilitate the above objects, the powers for which the Association is adopted are:-

(a) To purchase, take on lease or in exchange, to hire or otherwise acquire in Hong Kong or elsewhere any real or personal property or any rights or interests therein which the Association considers necessary for effectuating any of its objects.

(b) To work, use, maintain, improve, sell, allot, surrender, mortgage, charge, lease, dispose of or otherwise deal with all or any part of the property of the Association.

(c) To purchase, take on lease or in exchange, hire or otherwise acquire any equipment, plant, machinery, furniture, fixtures, fittings, chattels and goods of any nature or description which is necessary for fulfilling the objects of the Association, and to sell or otherwise dispose of the same.

(d) To accept any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.

(e) To take such steps by personal or written appeals, public meetings or otherwise as is expedient for the purpose of procuring contributions to the funds of the Association, in the form of donations, subscriptions or otherwise.

(f) To promote, give, support or hold either alone or in conjunction with any other corporation, association, club, organisation or person any· dinner, meeting, competition, exhibition, sporting activities, concerts, entertainments and performance of any kind for furthering the Association's objects and the raising of money for the objects of the Association and to authorize, give, contribute to and distribute prizes, awards and bonuses in connection therewith.

(g) To borrow, raise and give security for money for furthering and conducing to any of the Association's objects in such manner as the Association considers fit, and for that purpose to mortgage, charge or lien upon all or any of the property or assets of the Association (both present and future), and to purchase, redeem or pay off any such securities.

(h) To invest and deal with the monies of the Association not immediately required for its object in a proper and prudent manner as is from time to time determined by the Association.

(i) On a non-profit making basis, to print, publish and distribute any newsletters, periodicals, books, circulars, leaflets or other means of communication which the Association considers desirable for the promotion of its objects.

(j) To make known by way of advertisement or in any other way the objects of the Association or any analogous activities, courses or projects which the Association desires to sponsor or support.

(k) To enter into any arrangements or contracts with any governments or authorities, municipal, local or otherwise or any person or company that are conducive to the objects of the Association or any of them, and to obtain from any such government, authority, person or company any rights, privileges and concessions which the Association considers desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions.

(l) To obtain any Order in Council, enactment or ordinance for enabling the Association to carry out any of its objects and to oppose any proceedings or applications which is considered calculated directly or indirectly to prejudice the Associations interests.

(m) To establish relationship with, to support, to promote or assist in establishing or promoting, to subscribe to or become a member of, to support, to amalgamate with or to enter into any partnership with, any charitable association, club, organisation or company whose objects are similar or in any part similar to the objects of the Association and having the restrictions on distribution of income and dividends to Members to an extent as imposed in Articles 5 and 7 hereof or the establishment or the promotion of which may be beneficial to the Association.

(n) To co-operate with any associations or organisations having objects similar to the objects of the Association in any way which the Association shall think proper and to enter into or adopt any agreement or arrangement with such organisations, associations or clubs.

(o) To purchase or otherwise acquire and undertake all or any part of the property, liabilities and engagements of any charitable organization, club, organisation, or company having objects altogether or in part similar to those of the Association and having the restrictions on distribution of income and dividends to Members to an extent as imposed in Articles 5 and 7 hereof.

(p) To undertake and execute any trusts or any agency activity which may lawfully be undertaken by the Association and are conducive to any of the objects of the Association.

(q) To support and subscribe to any local or other charities and to grant donations for any charitable purposes, provided that the recipients which are organizations shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association by virtue of Articles 5 and 7 hereof and subject to Article 43 hereof to give gratuity, pension or allowance on retirement to any servant of the Association and to make payments or contributions to any fund or insurance for the purchase or provision of any such gratuity, pension or allowance.

(r) To take over the management, assets and liabilities of an unincorporated association namely "HONG KONG SPORTS ASSOCIATION FOR THE PHYSICALLY DISABLED 香港傷殘人士體育協會".

(s) If appropriate, to act as a national or affiliate member of local and international sports federations which are pertinent to the mission and visions of the International Paralympic Committee and the Asian Paralympic Committee.

(t) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that :

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will 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 organisations of workers and organisations of employers.

(iii) the powers set forth in the Seventh Schedule of the predecessor Ordinance as defined in section 2(1) of the Companies Ordinance (Cap. 622) are hereby excluded.

Application of Income and Property

(1) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in these Articles.

(2) Subject to paragraph (3) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever to any Member.

(3) The requirement under paragraph (2) above does not prevent the payment by the Association:

(a) of reasonable and proper remuneration to a Member for any goods or services supplied by him or her to the Association, properly incurred by him or her for the Association;

(b) of reimbursement to a Member for out-of-pocket expenses properly incurred by him or her for the Association;

(c) of interest on money lent by a Member to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(d) of rent to a Member for premises let by him or her or by any member of the Executive Committee or governing body of the Association to the Association: provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such Member must withdraw from any meeting at which a proposal or the rent or other terms of the lease are under discussion; and

(e) of remuneration or other benefit in money or money's worth to a body corporate in which a Member is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

(4) No person shall be bound to account for any benefit he may receive in respect of any payment properly made in accordance with paragraph (3) above.

No subsidiary or controlling interest

The Association shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such controlling interest has previously been approved by the Registrar of Companies in writing.

Disposal of assets after winding up

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, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association,

and which shall 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 Article 5 and this article, such institution or institutions to be determined by the Members at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object as directed by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds.

No amendment of Articles
No addition, alteration or amendment shall be made to or in these Articles of the Association for the time being in force, unless such addition, alternation or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

Part 3

Members

Division 1 — Membership

General Membership
(1) The number of Members with which the Association proposes to be registered is 1,000 but the Executive Committee may from time to time register an increase of Members.

(2) Subject to the endorsement of the Association in general meeting, the Executive Committee may, when they think fit, create any class or classes of Members and determine the rights and benefits of any new class of Members.

(3) The Subscribers to these Articles of the Association and such other persons as the Executive Committee shall admit to membership shall be Members of the Association.

(4) Membership is open to all persons.

Classes of Members
(1) The first Members of the Association shall be the Subscribers to the Articles of the Association (the "**First Members**"). First members shall have all the rights enjoyed by Ordinary Members and Life Members and shall not be required to pay any subscription fee.

(2) There shall be 3 classes of Members of the Association, namely:-

(a) Ordinary Members
(b) Life Members
(c) Group Members

(3) An Ordinary Member shall be an individual. An Ordinary Member has the right to attend and vote at all general meetings and to stand and be elected as a member of the Executive Committee.

(4) A Life Member shall be an individual. A Life Member has the right to attend and vote at all general meetings and to stand and be elected as a member of the Executive Committee and who has paid the subscription fee to the Association only once for life membership.

(5) A Group Member shall be a general school or an organization, association, clubs, and/or a group. A Group Member shall not have the right to vote at meetings, and may not nominate any candidates for election. A Group Member shall be informed of all activities in which constituents of the Group Member may participate in, and to participate in such of the activities as are designated by the Executive Committee at preferential rates.

subscription fee

(1) Without prejudice to paragraph (2) below, the Members shall pay a subscription fee of such amount as the Association in general meeting may determine, upon the recommendation by the Executive Committee from time to time. The subscription fees are non-refundable, subject to further revisions from time to time.

(2) All Annual Subscriptions shall become due and payable in advance on a date to be set by the Executive Committee from time to time, but failing which, such date shall be the first day of April in each and every year. Members joining the Association after the first day of April in any year shall nevertheless be liable to pay the full annual subscription fee for that Year.

Rights and responsibilities of Members

(1) Each Member shall, at all times, fulfil:-

all the requirements and criteria as to eligibility for membership and otherwise; and

(a) all obligations as to conduct and otherwise

which are provided for in the by-laws for the regulation of the Association made by the Executive Committee from time to time.

(2) Every Member shall observe and be bound by all the provisions of these Articles, regulations and by-laws of the Association for the time being in force.

(3) The rights and benefits of each Member shall be personal to himself. They shall not be transferable by the Member's own act or by operation of law.

Division 2 — Becoming and Ceasing to be a Member

Application for Membership

(1) Other than the First Members under Article 9(3), each person applying for membership shall submit an application in writing to the Association in such form as the Executive Committee may from time to time prescribe.

(2) Without prejudice to the First Members under Article 9(3), admission of membership of the Association shall be considered by the Executive Committee or its authorized party.

(3) The Executive Committee or its authorized party shall, in their discretion, decide whether a candidate for membership has satisfied all the eligibility criteria for admission.

(4) On the admission of a Member, the fact shall be notified to him in writing and a debit note for the appropriate subscription fee shall be forwarded to him.

(5) If at any time after the admission of a candidate, a majority of the Executive Committee shall be of the opinion that he has been accepted under any misrepresentation, or if any material information as to his antecedents or character has been withheld, they shall, after inquiry and notice to the person so admitted, have power to delete his name from the Register of Members and he shall thereupon cease to be a Member.

Resignation from Membership
Any Member may resign his membership by giving to the Secretary 7 days' notice in writing to that effect. Notwithstanding any Member's resignation, he shall pay all moneys he has agreed to pay to the Association prior to the date of such resignation.

Expulsion and Suspension of Members
A Member's membership shall be ipso facto terminated and vacated:-

(1) upon his death; or
(2) upon his being convicted of an indictable offence.

(3) The Executive Committee may suspend a Member from membership if such Member:-

(4) violates any provision of the Articles;
(5) violates any by-laws of the Association;
(6) acts in an unbecoming manner;
(7) acts in a manner injurious to the character of the Association; or
acts in a manner prejudicial to the interests of the Association,

subject to the right of such Member to appeal to the Association in general meeting.

Termination of Membership
(1) If any Member fails to pay the subscription fee by 30th June each and every year, the Executive Committee may terminate such Member's membership without any prior notice.

(2) A Member whose Membership has terminated for whatever cause wishes to rejoin the Association must apply for membership afresh, unless the Executive Committee shall otherwise decide.

Loss of Rights
Any Member expelled in accordance with these Articles, or otherwise ceasing to be a Member of the Association, shall forfeit all right to and claim upon the Association or its property or funds but shall remain liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

Division 3 — Organization of General Meetings

Annual General Meetings
(1) Subject to section 107 of Schedule 11 and 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 and shall specify the meeting as such in the notices calling it. The business of an Annual General Meeting shall be to conduct and transact the following:

(a) to receive the reporting documents of the Association;
(b) to elect the President;
(c) to elect the Vice Presidents;
(d) to elect the Chairman, the Vice Chairman and members of Executive Committee;
(e) to appoint the Auditors and to fix their remuneration; and
(f) to appoint an Honorary Treasurer.

Extraordinary General Meetings
(1) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting with the exception of the business stated under Article 18(1).

(2) The members of the Executive Committee may, if they think fit, convene an Extraordinary General Meeting. Notwithstanding the above provision, if the members of the Executive Committee 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. If they do not call a general meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

Notice of General Meetings
(1) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at least, and a meeting of the Association other than (1) an Annual General Meeting; and (2) a meeting called for the passing of a special resolution shall be called by 14 days' notice in writing at least.

(2) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.

The notice shall:-

(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.

(3) Paragraph (3)(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.

(4) A general meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
(b) in case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at the meeting.

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 member.

(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 the Auditor (if more than one Auditor, to every one of them) at the same time as the notice or the other document is given to the Member.

Accidental omission to give notice of general meetings

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

Division 4 — Proceedings at General Meetings

Attendance and speaking at general meetings

(1) A person is able to exercise the right to speak at a general meeting of the Association 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 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.

(6) 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.

Quorum for general meetings and adjournment

(1) 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 and continue to be present until the conclusion of the meeting; save as herein otherwise provided, 30 Members present in person shall be a quorum.

(2) If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the chairman of the meeting may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed

for the meeting 15 Members present shall be a quorum, and may transact the business for which the meeting was called.

Chairing general meetings

(1) The President, or in his absence one of the Vice-Presidents in accordance of seniority in the position, shall preside as chairman at every general meeting of the Association.

If at any general meeting the President or the Vice-President shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Chairman of Executive Committee shall preside. If the Chairman of the Executive Committee is not present, the Vice-Chairman shall take the chair in his place, and if the Vice-Chairman is not present, a member of the Executive Committee present shall be elected to be the chairman of the meeting.

Division 5 — Voting at General Meetings

General rules on voting

(1) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the chairman of the meeting; or
(b) by at least 2 Members present in person.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(2) The demand for a poll may be withdrawn.

(3) Except as provide in paragraph (4) below, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(4) In case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

(5) A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Number of votes of Members

(1) every Life and Ordinary Member present at the meeting shall have one vote. A Member on joining the Association shall not be entitled to vote at any general meeting of the Association within the first 90 days of joining the Association.

(2) No Member shall be entitled to vote at any general meeting unless all moneys payable by him to the Association in his capacity as Member has been paid.

(3) Group Members are not entitled to vote at any general meeting.

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.

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) appoints another Member as the proxy;
(d) is authenticated, or is signed on behalf of the Member appointing the proxy; and
(e) 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.

1. 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.

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.

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.

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.

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 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 4

President and Executive Committee

Division 1—President and Vice-President

President of the Association

(1) The President shall act as the representative of the Association in all its non-constitutional external affairs and preside at all general meetings of the Association.

(2) The President shall be nominated and elected among the Members until the conclusion of term of service after which he is elected to office subject to that FANG SIN YANG, HARRY（方心讓）shall be the President before the first Annual General Meeting of the Association, and the President appointed by virtue of this Article shall hold office until conclusion of the first Annual General Meeting of the Association.

(3) The term of service of the President shall be 4 years.

Vice-Presidents of the Association

(1) The Vice Presidents shall be nominated and elected among the Members until the conclusion of term of service after which they are elected to office subject

to that ELIZABETH KAY BARNES, FAN KAM PING, JP（范錦平）CHAN KING LAU（陳景流）, WONG KI LIM, MBE（黃紀廉）and LEE KWOK FOY（李國奎）shall be the Vice-Presidents before the first Annual General Meeting of the Association, and the Vice-Presidents appointed by virtue of this Article shall hold office until conclusion of the first Annual General Meeting of the Association.

(2) The term of service of a Vice-President shall be 4 years.

(3) The number of Vice Presidents shall be determined by the Executive Committee from time to time.

2. Honorary President

The Members may nominate and elect a former President to be an honorary president of the Association upon such terms as they may decide from time to time.

Division 2—the Executive Committee

3. Composition of the Executive Committee

(1) The Executive Committee shall consist of the following:-
   (a) a Chairman;
   (b) a Vice Chairman;
   (c) an Honorary Treasurer; and

(2) 8 to 10 Executive Committee members as decided by the Executive Committee from time to time.

(3) The first members of the Executive Committee shall be nominated by the Subscribers to these Articles.

(4) The Secretary of the Association shall also be an ex-officio member of the Board and may be required to attend such parts of the Executive Committee meetings as shall be decided by the Chairman from time to time, but in any event shall not be eligible to vote on any matter.

Appointment and election of Executive Committee members

(1) Membership of the Executive Committee shall be confined to either Life Members or Ordinary Members of the Association who have paid their subscription fee due and payable by them to the Association.

(2) A Member shall not be eligible for nomination for membership of the Executive Committee within the first 12 months of joining the Association.

(3) Nominations for an election of Executive Committee members shall be opened 30 days and closed by 21 days before the date of the Annual General Meeting in which the said election will take place. Only Life Members and Ordinary Members are entitled to nominate candidates for election.

(4) Subject to Article 38(2), the Chairman, the Vice Chairman and members of the Executive Committee shall be elected by Members of the Association in a general meeting of the Association. Subject to paragraph (6a) below, The term

of office of the Chairman, the Vice Chairman and a member of the Executive Committee shall be 4 years. Subject to paragraph (6) below, a retiring Chairman, Vice Chairman or member of the Executive Committee shall be eligible for re-election, PROVIDED THAT he has attended at least two-thirds of the Executive Committee Meetings held during his previous term of office.

(5) Members may nominate a Life Member or Ordinary Member to be the Honorary Treasurer upon their own motion. The nominated Life Member or Ordinary Member shall be deemed to be appointed as the Honorary Treasurer upon Members passing an ordinary resolution. The Honorary Treasurer shall serve for a term of 4 years.

(6) The Chairman, the Vice Chairman and members of the Executive Committee shall not run more than 2 consecutive terms, GIVEN THAT within these 2 consecutive terms, he or she remains in the same position.

(6a) In the election of Executive Committee members for the year of 2021 (the "Transitional Election"), all members of the Executive Committee shall resign. Executive Committee members who resign in such a manner may stand for re-election if they have attended at least two-thirds of the Executive Committee Meetings held during their previous term of office. The terms of office of the Executive Committee members elected or re-elected in the Transitional Election shall be the following :-

(a) 2 years for the Vice-Chairman and the first 4 Executive Committee members (not being the Chairman or Vice-Chairman) by rank of the earliest date on which they first became an Executive Committee member. 4 years for the Chairman and the Executive Committee members not mentioned in paragraph (6a)(a) above.

(7) Without prejudice to paragraph (2) above, The members of the Executive Committee shall have power at any time, and from time to time, to appoint any person to be a member of the Executive Committee to fill a casual vacancy. Any member of the Executive Committee so appointed shall hold office only until the next Executive Committee election, and shall then be eligible for re-election PROVIDED THAT he has attended at least two-thirds of the Executive Committee Meetings held during his period of office.

(a) The Executive Committee shall have the power at any time, and from time to time, to co-opt any person to be a non-voting member of the Executive Committee. Any co-opted member of the Executive Committee so appointed shall hold office until the next election of members of the Executive Committee following his appointmentFor the avoidance of doubt, such co opted members shall not have the same powers and rights as provided in these Articles for the members of the Executive Committee elected by the Members.

(8) The members of Executive Committee for the time being shall continue to act in spite of the expiration of their term of office, until their successors shall have been appointed.

Disqualification of members of the Executive Committee

(1) The office of member of the Executive Committee shall be vacated if the member of the Executive Committee:-

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
(b) ceases to be a member of the Executive Committee under the Ordinance of under the Companies (Winding Up and Miscellaneous Provisions) (Cap. 32 of the Laws of Hong Kong) or is prohibited from being a director by law; or
(c) is convicted of an indictable offence; or
(d) becomes a mentally incapacitated person; or
(e) resigns his office by notice in writing to the Association given in accordance with section 464(5) of the Ordinance; or
(f) is directly or indirectly interested in any transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Association's operations) with the Association and, if his interest in such transaction, arrangement or contract is material, fails to declare the nature of his interest in manner required by section 162 of the predecessor Ordinance or section 536 of the Ordinance (as the case may be); or
(g) is removed by an ordinary resolution of Members in a general meeting; or
(h) ceases to be a Member for any reason; or
(i) is a representative of a Member serving on the Executive Committee and such Member ceases to be a Member for any reason.

The member of the Executive Committee referred to in sub-paragraph (h) above shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted. A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

Division 3—Powers and responsibilities of the Executive Committee

Role and responsibilities of the Executive Committee

(1) The management of the affairs, administration and operations of the Association shall be vested in the Executive Committee who may pay all the expenses incurred in the formation and registration of the Association and may exercise all such powers and do all such lawful acts and things as the Association is by its Articles and these presents or otherwise authorised to exercise or do and are not hereby or by Ordinance required to be exercised or done by the Association in general meeting but subject nevertheless to the provision of the Ordinance and of these presents and to any regulations (not being inconsistent with these presents) from time to time made by the Association in general meeting; PROVIDED THAT no such regulation shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

(2) The Executive Committee shall cause to be drawn up an annual report and a statement of accounts each year.

(3) The Honorary Treasurer, or any party authorized by the Executive Committee, shall be responsible for:-
   (a) the collection of all subscriptions, donations, or other monies due to the Association and the payment of the same into the Association's bank account or accounts;
   (b) the making of any disbursements approved by the Executive Committee;
   (c) the preparation of the statement of accounts and balance sheet for submission to the Annual General Meeting; and

(4) the keeping of accounts and vouchers.

Sub-committees

(1) The Executive Committee may delegate any of its power to sub-committees to be appointed by it consisting of such persons as the Executive Committee considers fit, and may from time to time revoke such delegation or revoke the appointment of and discharge of any such sub-committee either wholly or in part and either as to persons or purposes, but every sub-committee so appointed shall, in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Executive Committee.

(2) Any person so appointed may be reimbursed for out-of-pocket expenses incurred for the business of any such sub-committee.

Executive Committee members' Remuneration

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 reimbursement of expenses properly incurred by him in connection with the operations of Association) shall be given by the Association to any member of the Executive Committee or governing body of the Association.

4. Spokesmen of the Association

The Chairman and Vice-Chairman are designated to be the spokesmen for the Association. The Executive Committee may also designate this duty to the head of the secretariat.

Division 4—Proceedings of the Executive Committee

Executive Committee meetings

(1) The members of Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting, if not barred from voting or counting for quorum in accordance with these Articles, shall have a second or casting vote.

(2) Any Executive Committee member may call an Executive Committee meeting by giving notice of the meeting to the Executive Committee or by authorizing the Secretary to give such notice, save it shall not be necessary to give notice

of a meeting of the Executive Committee to any member of the Executive Committee for the time being absent from Hong Kong.

(3) The quorum necessary for the transaction of the business of the members of the Executive Committee shall be 50% of the total members of the Executive Committee for the time being.

(4) A meeting of the Executive Committee for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Association for the time being vested in or exercisable by the Executive Committee generally.

(5) The continuing members of the Executive Committee may act notwithstanding any vacancy in their body but if and so long as the number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of members of the Executive Committee, the continuing members of the Executive Committee may act for the purpose of filling up vacancies in their body; or calling a general meeting of the Association, but for no other purpose.

(6) The Chairman of the Executive Committee shall take the chair at every meeting. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same or is unwilling to act or is absent from Hong Kong or has given notice to the Executive Committee of the Association of his intention not to attend the meeting, the Vice-Chairman shall take the chair, or failing them, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting.

A member of Executive Committee shall not vote in respect of any transaction, arrangement or contract in which he is interested pursuant to Article 40(1)(h) or any matter arising in relation thereout nor he shall be counted in the quorum present for the meeting at which any such contract or arrangement is to be considered.

Written resolutions of the Executive Committee

The Executive Committee may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing approved by all the members of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the members of the Executive Committee. A fax message, Braille and other modes of reproduction of words in a visible form sent by a member of the Executive Committee shall be deemed to be a document signed by him for the purpose of this Article.

Conflicts of interests

(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 member must declare the nature and extent of the Executive Committee member's 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 member is so interested; nor
(b) be counted for quorum purposes in respect of the transaction, arrangement or contract.

(4) If the Executive Committee member contravenes paragraph (3)(a), the vote must not be counted.

(5) Paragraph (3) does not apply to—
(a) an arrangement for giving an 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 43, 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.

(6) A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

Supplementary provisions as to conflicts of interests

(1) Subject to Article 43, an 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 determines

(2) An 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) An 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 member's interest under the paragraph to the other Executive Committee members in accordance with section 536 of the Ordinance.

(6) An Executive Committee member of the Association may be a director or other officer of, or be otherwise interested in —
   (a) any company promoted by the Association; or
   (b) any company in which the Association may be interested as shareholder or otherwise.

(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 a director or officer of, or from the Executive Committee member's interest in, the other company unless the Association otherwise directs.

Validity of acts of meeting of Executive Committee members

All acts bona fide done by any meeting of the Executive Committee or of any sub-committee or by any person acting as a member of the Executive Committee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of the Executive Committee or sub-committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and in the case of a member of the Executive Committee was qualified so to act.

Record of decisions to be kept

(1) The Executive Committee shall cause proper records to be made and kept of the decisions made by the Members, Executive Committee and any Sub-Committees.
(2) Any and of all resolutions and proceedings of general meeting of the Members and of the meetings of the Executive Committee or of any sub-committee, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matter stated therein.

Executive Committee's discretion to make further rules

Subject to these Articles, the Executive Committee 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 5—Executive Committee Members' Indemnity and Insurance

Indemnity

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

(2) Paragraph (1) only applies if the indemnity does not cover—

(a) any liability of the Executive Committee member 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 Executive Committee member—

(i) in defending criminal proceedings in which the Executive Committee member 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 Executive Committee member;

(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 Executive Committee member;

(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 Executive Committee member; 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 Executive Committee member 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.

Insurance

The Executive Committee may decide to purchase and maintain insurance, at the expense of the Association, for an Executive Committee member of the Association against —

(a) any liability to any person attaching to the Executive Committee member 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 Executive Committee member in defending any proceedings (whether civil or criminal) taken against the Executive Committee member for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association.

Division 6—Secretary

Secretary of the Association

(1) The head of the secretariat of the Association shall also be the Secretary of the Association and such officer shall be deemed to be the 'company secretary' of the Association for the purpose of the Ordinance.

(2) The head of the secretariat shall be responsible for the general conduct of the correspondence and operations of the Association.

Part 5

Miscellaneous Provisions

Division 1—Administrative Arrangements

The Seal of the Association

(1) The Executive Committee shall procure a common seal to be made for the Association, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee or a sub-committee authorized by the Executive Committee in that behalf, and every instrument to which the Seal shall be affixed shall be signed by the Chairman and the Secretary or by other members of the Executive Committee as the Executive Committee shall from time to time appoint.

(2) The Association may exercise all the powers of having official seals conferred by the Ordinance and such powers shall be vested in the Executive Committee.

Cheques and Documents

All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by at least 2members of the Executive Committee in such manner as the Executive Committee shall from time to time by resolution determine. If at any time of 2 members of the Executive Committee are not available, then 1 member of the Executive Committee and

the head of the Secretariat shall be the authorized signatories. The head of the Secretariat shall be authorized to be one of the signatories under emergency circumstance.

(1) Without prejudice to Articles 55(1) and 56(1) hereto, all contracts and instruments entered into by the Association in the ordinary course of business shall be signed by the Chairman and/or the Secretary, or by such other person or persons as the Executive Committee shall from time to time appoint.

Accounts

(1) The Executive Committee must keep proper accounting records that:
   (i) comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance; and

   (ii) enable the members of the Executive Committee to prepare financial statements for each financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Ordinance.

(2) The accounting records 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 shall from time to time think fit, and shall always be open to the inspection of the members of the Executive Committee.

(3) The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of Members not being members of the Executive; Committee, and no Member (not being a member of the Executive Committee) shall have any right of inspecting any of the accounting records of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in general meeting.

(4) 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 annual general meeting the reporting documents as are required by the Ordinance.

(5) A copy of the reporting documents which is to be laid before the Association in annual general meeting shall not less than 21 days before the date of the meeting be sent to every Member entitled to receive notices of general meetings of the Association.

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 Executive Committee; or
(d) an ordinary resolution of the Association.

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

Auditor's insurance
(1) The Executive Committee 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
   (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.

By-laws
(1) The Executive Committee may subject to the terms of these Articles from time to time make, add to, alter and/or repeal by-laws for the regulation of the Association, its Members, servants and agents.

(2) Where a resolution was passed pursuant to paragraph (1) above, Members may within 3 months after the date on which the resolution was passed or came to effect (whichever is the later), to set aside such resolution in general meeting.

Division 2—Communications to and by Association

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 the Executive Committee 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.

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.

(3) A notice may be given by the Association to any Member either personally or by post to him to his registered or residential address within Hong Kong as supplied by him to the Association. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying,

and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same was posted.

(4) As regards those Members who have no registered or residential address in Hong Kong, a notice addressed to him and posted up in the office of the Association shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

We, the several persons whose names, addresses and descriptions are hereto subscribed, hereby agree to the foregoing Articles of Association.

Name, Addresses and Descriptions of Subscribers

FANG SIN YANG, HARRY（方心讓）
(Sd.) FANG SIN YANG, HARRY
(Doctor)

ELIZABETH KAY BARNES
(Sd.) ELIZABETH KAY BARNES
(Merchant)

FAN KAM PING, JP（范錦平）
(Sd.) FAN KAM PING, JP
(Principal)

CHAN KING LAU（陳景流）
(Sd.) CH 泅 KING LAU
(Director)

WONG KI LIM, MBE（黃紀廉）
(Sd.) WONG KI LIM, MBE
(Retired)

LEE KWOK FOY（ 李國 奎 ）
(Sd.) LEE KWOK FOY
(Director)

DR. YORK CHOW（周一嶽）
(Sd.) DR. YORK CHOW
(Hospital Chief Executive)

JENNY FUNG MA KIT HAN（馮馬潔嫻）
(Sd.) JENNY FUNG MA KIT HAN
(Manager)

CHIANG TAK CHEUNG（蔣德祥）
(Sd.) CHIANG TAK CHEUNG
(Secretary)

ANTHONY CORREA（高安政）
(Sd.) ANTHONY CORREA
(Accountant)

NG CHAK LIN（伍澤連）
(Sd.) NG CHAK LIN
(Secretary)

CHAN SAI HONG（陳世康）

(Sd.) CHAN SAI HONG
(Physiotherapist)

CHIEN PING（錢平）

(Sd.) CHIEN PING
(Senior Medial Officer)

MAK KWAI SING（麥桂成）

(Sd.) MAK KWAI SING
(Chief Inspector)

CHUNG WAI MAN（鍾惠文）

(Sd.) CHUNG WAI MAN
(Physiotherapist)

LAM JAMES JOSEPH（林國基）

(Sd.) LAM JAMES JOSEPH
(Senior Medial Officer)

CHAN SZE KIT（陳仕傑）

(Sd.) CHAN SZE KIT
(Civil Servant)

DR. LAM KWONG CHIN（林光前）

(Sd.) DR. LAM KWONG CHIN
(Doctor)

WONG CHIU WAH（黃超華）

(Sd.) WONG CHIU WAH
(Clerk I)

PETER RULL, MBE

(Sd.) PETER RULL, MBE
(Director)

Date the 22nd day of July 1997.

WITNESS to the above signatures :-

(sd.) YIP KING KWONG
YIP KING KWONG
(Executive Secretary)