

THE COMPANIES ORDINANCE (CHAPTER 622)
Company Limited by Guarantee

ARTICLES OF ASSOCIATION
OF

JCI VICTORIA FOUNDATION LIMITED
維多利亞青年商會基金有限公司

Part A Mandatory Articles

1. Company Name The name of the company is

JCI VICTORIA FOUNDATION LIMITED
維多利亞青年商會基金有限公司
(hereinafter as “the Foundation”)

2. Members’ Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

Every member of the Foundation undertakes to contribute to the assets of the Foundation in the event of its being wound up while he is a member, or within one (1) year afterwards, for the payment of the debts and liabilities of the Foundation 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 sum of ten (10) dollars.

4. Objects

- (1) The Foundation had taken over all the assets for the time being kept by the trust fund of Junior Chamber International Victoria (Hong Kong) Limited (維多利亞青年商會有限公司) (hereinafter called the “Association”), a company limited by guarantee established under the laws of Hong Kong and is granted with tax exemption status under section 88 of the Inland Revenue Ordinance (Cap. 112), as defined in the Articles of Association of the Association. The objects for which the Foundation is established are –

- (a) to accept, receive and hold all and every properties, funds, contributions and donations given to the Foundation, and, in a proper and prudent manner, to invest, reinvest, administer and apply the same or other assets including the principal and proceeds or any part thereof for any purpose in furtherance of the objects of the Foundation; and
 - (b) for advancement of community development and on a non-profit making basis, to sponsor, organize or assist in the organization of functions, activities and events carried out by the Association of benefit to the Hong Kong community.
- (2) In furtherance of the objects of the Foundation but not otherwise –
- (a) to invest, in a proper and prudent manner, the moneys of the Foundation not immediately required for its objects in such properties, time deposits, financial instruments and securities (as approved by the Hong Kong Monetary Authority or similar monetary authority overseas) as are from time to time determined by the Foundation;
 - (b) to open and operate banking account or accounts with any bank or banks for the objects of the Foundation and for such objects, to make, give, accept, endorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments;
 - (c) to borrow any money or moneys required for the objects of the Foundation upon giving such securities as are determined by the Foundation;
 - (d) subject to articles 58(2) to 58(4) and article 26 of Part B as below, to employ auditors, clerks, managers, secretaries, servants and any other professional person or persons for the objects of the Foundation and to remunerate them in return for services rendered to the Foundation;

- (e) to engage lawyers, barristers and attorneys to deal with, defend compromise and resolve any actions, prosecutions and proceedings by or against the Foundation for its rights and interests;
 - (f) to rent, purchase, lease or otherwise acquire for the use of the Foundation and/or the Association, suitable premises in Hong Kong, to fit and furnish the same or make arrangements for the same to be properly fitted and furnished;
 - (g) to manage, conduct and carry on in the premises from time to time purchased, leased or otherwise acquired in order to carry out the operations of the Foundation and/or the Association; and
 - (h) to do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- (3) The objects are pursued provided that –
- (a) in case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the sum in such manner as allowed by law, having regard to such trusts;
 - (b) the Foundation shall not be involved in any partisan and political activity; and
 - (c) the Foundation shall refrain from sectarian matters in the field of religion.

WE, the undersigned, wish to form the Foundation and adopt the articles of association as attached.

Name(s) of Founder Members	
John CHAN Wing Ho	陳榮灝
Ronald HO Yiu Hung	何耀雄
CHAN Wai Ping	陳慧屏
LI Wing Kwai	李榮貴
Felicia SHAM	沈芝田

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Part 1
Interpretation

1. Interpretation

(1) In these articles—

articles means the articles of association of the Foundation;

Association means Junior Chamber International Victoria (Hong Kong) Limited (維多利亞青年商會有限公司);

Board of Directors means the board of directors of the Foundation for the time being;

Foundation means the JCI Victoria Foundation Limited (維多利亞青年商會基金有限公司);

Member means any person for the time being registered as a member in the register of members of the Foundation and except where the context or words provided otherwise;

mental incapacity has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

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;

Ordinance means the Companies Ordinance (Cap. 622);

Past Presidents means any person having occupied and elected as a president of the Association in whatever time.

(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 Foundation.

(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
Directors and Company Secretary

Division 1—Directors' Powers and Responsibilities

2. Board of Directors

The Foundation shall consist of a Board of Directors comprising not less than five (5) and not more than seven (7) directors, including –

- (a) a Chairman, an Honorary Treasurer, an Honorary Secretary, and not less than one (1) and not more than three (3) ordinary directors whose qualifications shall be Members of the Foundation and also current members of the Association; and
- (b) an ex-officio as current President of the Association for the time-being.

3. Directors' general authority

- (1) Subject to the Ordinance and these articles, the operations and affairs of the Foundation are managed by the Board of Directors who may exercise all the powers of the Foundation.
- (2) An alteration of these articles does not invalidate any prior act of the Board of Directors 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 the Board of Directors by these articles.
- (4) A directors' meeting at which a quorum is present may exercise all powers exercisable by the Board of Directors.

4. Specific responsibilities of officers of Board of Directors

Responsibilities of officers of the Board of Directors are as follows –

- (a) The Chairman shall –
 - i. supervise the Foundation's affairs and activities;
 - ii. make annual report and report it to the Members; and
 - iii. chair all general meetings and meetings of the Board of Directors.

- (b) The Honorary Secretary shall –
 - i. keep the seal, the documents and the true record of the Foundation;
 - ii. prepare agenda and take minutes of meetings, and serve the appropriate notices of the meetings to the Members and general correspondence of the Foundation; and
 - iii. file all returns in accordance with the Ordinance.

- (c) The Honorary Treasurer shall –
 - i. issue notices of dues payable and be responsible for the collection;
 - ii. keep the books ledgers accounts of the Foundation;
 - iii. collect and disburse funds on the direction of the Board of Directors;
 - iv. prepare an up-dated pre-audited financial statement; and
 - v. prepare a final account in respect of his term of office within three (3) months after completion of his term of office.

- (d) The ordinary directors shall –
 - i. assist the Chairman in managing the affairs of the Foundation; and
 - ii. use their best endeavors to execute and carry out resolutions of the Board of Directors with respect to those duties to which they have been specifically designated.

5. Members' reserve power

- (1) The Members may, by special resolution, direct the Board of Directors to take, or refrain from taking specified action.

- (2) The special resolution does not invalidate anything that the Board of Directors have done before the passing of the resolution.

6. Directors may delegate

- (1) Subject to these articles, the Board of Directors 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 the Board of Directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- (3) The Board of Directors may –
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

7. Committees

- (1) The Board of Directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

Division 2—Decision-taking by Directors

8. Directors to take decision collectively

A decision of the directors may only be taken –

- (a) by a majority of votes of those directors present at a meeting; or
- (b) in accordance with article 9 of Part B.

9. Unanimous decisions

- (1) A decision of the directors is taken in accordance with this article when all eligible directors 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 director or to which each eligible director has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting.

10. Calling directors' meetings

- (1) Meeting of the Board of Directors shall be held at least once a year.
- (2) On the written request of any two (2) directors of the Board of Directors thereof, a special meeting of the Board of Directors shall be called by the Honorary Secretary.
- (3) Notice of a directors' meeting must indicate –
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (4) Notice of a directors' meeting must be given to each director, but need not be in writing.

11. Participation in directors' meetings

- (1) Subject to these articles, directors participate in a directors' meeting, or part of a directors' 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 directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.
- (3) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

12. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings shall be at least fifty (50) per cent of the total number of the existing directors of the Board of Directors.

13. Meetings if total number of directors less than quorum

If the total number of directors for the time being is less than the quorum required for directors' meetings, the directors must not take any decision other than a decision to –

- (a) appoint a director; or
- (b) call a general meeting so as to enable the Members to appoint or elect further directors.

14. Chairing of directors' meetings

- (1) The Chairman of the Board of Directors shall chair meetings of the directors.
- (2) If the chairperson is not participating in a directors' meeting within ten (10) minutes of the time at which it was to start or is unwilling to chair the meeting, the participating directors may appoint one of themselves to chair the meeting.

15. Chairperson's casting vote at directors' meetings

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

16. Proxy at directors' meetings not allowed

No proxy or other instrument for appointment of a representative to attend any meeting of the Board of Directors shall be accepted.

17. Conflicts of interest

- (1) This article applies if –
 - (a) a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Foundation that is significant in relation to the Foundation's operations; and
 - (b) the director's interest is material.
- (2) The director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) The director must neither –
 - (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the director contravenes paragraph (3)(a), the vote must not be counted.
- (5) Paragraph (3) does not apply to –

- (a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the Foundation;
 - (b) an arrangement for the Foundation to give any security to a third party in respect of a debt or obligation of the Foundation for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) subject to articles 58(2) to 58(4) and article 26 of Part B, an arrangement under which benefits are made available to employees and directors or former employees and directors of the Foundation, which do not provide special benefits for directors or former directors.
- (6) 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 articles 58(2) to 58(4) and article 26 of Part B, a director may hold any other office under the Foundation (other than the office of auditor) in conjunction with the office of director for a period and on terms that the directors determine.
- (2) A director or intending director is not disqualified by the office of director from contracting with the Foundation –
 - (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 Foundation in which any director is in any way interested is not liable to be avoided.
- (4) A director 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 Foundation for any profit realized by the transaction, arrangement or contract by reason of –

- (a) the director holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the director has declared the nature and extent of the director's interest under the paragraph to the other directors in accordance with section 536 of the Ordinance.
- (6) A director of the Foundation may be a director or other officer of, or be otherwise interested in –
- (a) any company promoted by the Foundation; or
 - (b) any company in which the Foundation may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the director is not accountable to the Foundation for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in the other company.

19. Validity of acts of meeting of directors

The acts of any meeting of directors or of a committee of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that –

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

20. Record of decisions to be kept

- (1) The directors shall ensure keeping of records comprising –
- (a) copies of all resolutions of Members passed otherwise than at general meetings; and

- (b) minutes of all proceedings of general meetings.
- (2) The records shall be kept:
 - (a) at the registered office of the Foundation, or at such other place or places as the Board of Directors think fit; and
 - (b) in hard copy form or electronic form; and arranged in a manner that the directors think fit. If the records are kept in electronic form, the Foundation shall ensure that those records are capable of being reproduced in hard copy form.
- (3) The Foundation shall keep the copies and minutes for at least ten (10) years from the date of the resolution, meeting or decision, as the case may be.

21. Directors' discretion to make further rules

Subject to these articles, the directors 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 directors.

Division 3—Appointment and Retirement of Directors

22. Appointment and retirement of directors

- (1) All members of the Board of Directors shall be elected at the general meeting except the ex-officio.
- (2) There shall be elected among the Board of Directors, other than the ex-officio director, for the posts of Chairman, Honorary Secretary, Honorary Treasurer and ordinary director or directors. Each shall hold office until he retires or ceases to be a director of the Foundation as provided in these articles.
- (3) Except the first term of the Board of Directors, that will commence upon incorporation of the Foundation till year end of the following year, the term of office of all members of the Board of Directors shall

be one year, commencing on the 1st day of January and end on the 31st day of December of the calendar year.

- (4) The first directors of the Board of Directors of the Foundation have been determined in writing by these articles as follows:-
- (a) Ronald HO Yiu Hung
 - (b) CHAN Wai Ping
 - (c) Angela YING Mei Ki
 - (d) LI Wing Kwai
 - (e) Felicia SHAM
 - (f) WOO Wei An; and
 - (g) WOO Brian Shiu On (ex-officio)

23. Retiring director eligible for reappointment for fixed terms

- (1) At every Annual General Meeting, all the directors shall retire from office for the forthcoming term, and shall be eligible to be re-elected to any office in the Board of Directors in the following years.
- (2) No person shall be a member of the Board of Directors, whether by election or appointment, for more than four (4) consecutive years.
- (3) Other than a director retiring at the meeting, a person sitting for election to the Board of Directors shall deposit a notice in writing to the Honorary Secretary, and in default, to registered office of the Foundation, of his intention and willingness to be elected as a member of the Board of Directors of the forthcoming term, for which the notice shall not be less than seven (7) nor more than twenty-one (21) days before the date of the general meeting appointed for the purpose.
- (4) If there is no notice in writing stated in article 24(3) submitted before the general meeting, verbal nomination shall be accepted during such general meeting provided such verbal nomination is duly seconded by a Member of the Foundation and supported with the nominee confirmation of his willingness to serve the Foundation as director if elected.

- (5) Notwithstanding to article 24(2), successful candidates shall receive over 50% of the vote casted and successive vote shall continue to be held until this majority is secured.

24. Composite resolution on directors' election or appointment

This article applies if proposal of the election or appointment of two (2) or more directors is considered at a general meeting –

- (1) The election or appointment may be divided and considered in relation to each director separately.
- (2) A motion for the election or appointment by a single resolution shall not be made, unless a resolution that it may be so made has first been passed at the meeting without any vote against it.
- (3) Each of the directors concerned is entitled to vote and be counted in the quorum in respect of each resolution.
- (4) For purpose of this article, a motion for the election or appointment of the Directors includes:
 - (a) a motion for approving the election or appointment, or
 - (b) a motion for nominating a person for the election or appointment.

25. Termination of director's appointment

A person ceases to be a director if the person –

- (a) resigns the office of director by notice in writing of the resignation;
- (b) is removed from the office of director by any ordinary resolution of the Foundation;
- (c) has been convicted of an indictable offence;
- (d) becomes a mentally incapacitated person;
- (e) becomes bankrupt or makes any arrangement or composition with the creditors generally; or
- (f) 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.

26. Directors' remuneration

No member of the Board of Directors or governing body of the Foundation shall be appointed to any salaried office of the Foundation, or any office of the Foundation paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of the Board of Directors or governing body.

27. Directors' expenses

The Foundation may pay any travelling, accommodation and other expenses properly incurred by directors in connection with –

- (a) their attendance at –
 - i. meetings of directors or committees of directors;
 - ii. general meetings; or
 - iii. separate meetings of the holders of debentures of the Foundation;
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the Foundation including repayment of out-of-pocket expenses;
- (c) interest on money lent to the Foundation, at a rate not exceeding twelve per cent (12%) per annum or two per cent (2%) above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans, whichever is the lower; or
- (d) reasonable and proper rent for premises demised or let to the Foundation.

Division 4—Alternate Directors

28. Alternate director not allowed

An alternate director –

- (a) shall not be appointed by any director to act in his place; and
- (b) shall not be approved by a resolution of the directors.

Division 5— Vacancy of Directors

29. Appointment to fill one casual vacancy

The Board of Directors shall have power at any time, and from time to time, to appoint any person to be a director to fill a casual vacancy but the total number of the directors shall not at any time exceed the number fixed in accordance with these articles.

30. Election to fill two or more casual vacancies

In the event of two (2) or more than two (2) casual vacancies in the Board of Directors occurring at any one time during any one term of year, such vacancy or vacancies shall be filled by elections held at an extraordinary general meeting convened for that purpose.

Division 6—Directors' Indemnity and Insurance

31. Indemnity

- (1) A director or former director of the Foundation may be indemnified out of the Foundation's assets against any liability incurred by the director to a person other than the Foundation in connection with any negligence, default, breach of duty or breach of trust in relation to the Foundation (as the case may be).
- (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;

- (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 Foundation in which judgment is given against the director;
 - iii. in defending civil proceedings brought on behalf of the Foundation by a Member of the Foundation, in which judgment is given against the director; or
 - iv. 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 Foundation, for a director of the Foundation, 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 Foundation (as the case may be).

- (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 Foundation or (as the case may be).

Division 7—Company Secretary

33. Appointment and removal of company secretary

- (1) Subject to articles 58(2) to 58(4) and article 26 of Part B, the directors may appoint a company secretary for a term at a remuneration and on conditions they think fit.
- (2) The directors may remove a company secretary appointed by them.

Part 3 Members

Division 1—Becoming and Ceasing to be Member

34. Number of members

The number of members with which the Foundation proposes to be registered is 100.

35. Eligibility for membership

- (1) The subscribers to the formation of the Foundation and/or the first directors of the Board of Directors of the Foundation shall be the first Members of the Foundation.
- (2) No person shall be admitted as a Member of the Foundation unless he is a current president or a Past President of the Association, or a Past President of the unincorporated body of the Association prior to its incorporation in 1995.
- (3) The application for admission to membership of any such person stated in these articles shall be accepted by the Foundation. No

initiation fee or annual fee is required for admittance to the membership.

36. Membership not transferrable

The rights of a Member shall be personal to himself, which shall not be transferable, and shall cease upon his death, or his ceasing to be Member for any cause under provisions of these articles.

37. Termination of membership

- (1) A Member may withdraw from membership of the Foundation by giving seven (7) days' notice to the Foundation in writing.
- (2) A person's membership terminates when that person dies or ceases to exist.
- (3) A Member shall be liable to expulsion from being Member of the Foundation by a resolution of three quarters (3/4) of the directors holding office at the date of the resolution, if he –
 - (a) becomes bankrupt or makes any arrangement or composition with the creditors;
 - (b) has been convicted of an indictable offence;
 - (c) generally willfully refuses or neglects to comply with the provisions of the articles; or
 - (d) is guilty of any conduct unworthy of a gentlemen or likely to be injurious to the Foundation.

For paragraph 3(c) and 3(d), provided that –

- (a) the Member have had notice of the intended resolution for his expulsion at least one (1) week before the meeting for considering the resolution; and
- (b) at such meeting and before the passing of the resolution, he have had an opportunity of giving, orally or in writing, any explanation or defense.

- (4) All rights and claims against the Foundation of the Member and all the Foundation's property vested upon the Member shall be forfeited absolutely upon his expulsion as a Member under this article.

38. Members' address

- (1) All Members shall furnish with the Foundation their respective correspondence addresses in Hong Kong and shall give a written notice to the Foundation in case of change of his correspondence address.
- (2) All notices and letters duly sent whether by post or otherwise to such address of the Member on record shall be deemed to have been duly received by him.

Division 2—Organization of General Meetings

39. General meetings

- (1) In each financial year, the Foundation shall hold an annual general meeting –
 - (a) within nine (9) months after the end of its accounting reference period.
 - (b) The matters of the annual general meeting shall be:
 - i. to approve and adopt minutes of the last preceding annual general meeting and/or extraordinary general meeting;
 - ii. to receive the statement of accounts for the year;
 - iii. to receive and adopt directors' report;
 - iv. to receive and adopt auditor's report;
 - v. to elect the members of the Board of Directors of the forthcoming year;
 - vi. to appoint the auditor(s); and
 - vii. to discuss any other matters relating to the affairs and management of the Foundation.
- (2) The directors may, if they think fit, call a general meeting.

- (3) The directors are required to call a general meeting if the Foundation has received requests for calling a general meeting from the Members representing at least 5% of the total voting rights of all the Members having a right to vote at general meetings.
 - (a) The request from the Members may be sent to the Foundation in hard copy form or in electronic form; and must be authenticated by the person or persons making it.
 - (b) The Directors must then call the meeting within 21 days after the date on which they become subject to the requirement.
 - (c) The general meeting must be held on a date not more than 28 days after the date of the notice convening the meeting.

- (4) Subject to paragraph (3), if the directors do not call a general meeting, the Members who requested the meeting, or any of two (2) of them may themselves convene a general meeting.
 - (a) The meeting must be called for a date not more than three (3) months after the date on which the directors become subject to the requirement to call a meeting.
 - (b) The meeting must be called in the same manner, as nearly as possible, as if it is required to be called by the directors.

40. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least twenty-one (21) days in writing.

- (2) A general meeting other than an annual general meeting must be called by notice of at least fourteen (14) 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;

- (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 that proxy is expressly not allowed.
- (5) 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) for 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.
- (6) Except those members who (having no registered address within Hong Kong) have not supplied to the Foundation an address, notice of general meeting of the Foundation must be given to the members to his last known or notified correspondence address.
- (a) The notice of meeting must be –
 - i. in hard copy form or electronic form; or
 - ii. by making the notice available on a website, or
 - iii. partly by one of those means and partly by another of (i) and (ii) above.
 - (b) Where a notice is sent –

- i. by post to an address within Hong Kong, service of the notice shall be deemed to have been effected on the second business day after the day on which the letter containing the notice was posted;
- ii. by facsimile transmission, service of the notice shall be deemed to have been effected upon the receipt of machine printed confirmation; or
- iii. to an electronic address, service of the notice shall be deemed to have been effected upon receipt of delivery notice.

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 director.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a Member, the Foundation must give a copy of it to its auditor or all its auditors at the same time as the notice or the other document is given to the Member.
- (3) No other person shall be entitled to receive notices of general meetings.

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. 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 directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

44. Quorum for general meetings

- (1) Ten (10) Members present in person shall 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.

45. Chairing general meetings

- (1) The Chairman of the Board of Directors shall preside as chairperson at every general meeting of the Foundation.
- (2) If there be no such Chairman, or if he is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as the chairperson, the Honorary Treasurer shall be the chairperson of the meeting and if he is unwilling to act as the chairperson, the Members present shall elect one of the Members to be the chairperson.

46. Attendance and speaking by non-members

- (1) Directors may attend and speak at general meetings, who shall also be Members of the Foundation and 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 Members of the Foundation.

47. 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 directors 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 shall 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 thirty (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 thirty (30) days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

48. 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 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.
- (3) 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,
 - (c) is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

49. 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.

50. 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 two (2) Members present in person; or
 - (c) any Member or Members present in person and representing at least five per cent (5%) of the total voting rights of all the Members having the right to vote at the meeting.

- (3) A demand for a poll on a resolution may be withdrawn.

51. 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 one (1) vote; and
 - (b) the appointment of proxy is expressly disallowed.

52. 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 on a show of hands or on a poll.

53. 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 company 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 forty-eight (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

Miscellaneous Provisions

Division 1—Communications

54. Means of communication

- (1) Subject to these articles, the Foundation may send or supply Member of the Foundation documents, notices or information, if the Member has so agreed, generally or specifically, and has not revoked the agreement –
 - (a) in hard copy form;
 - (b) in electronic form; or
 - (c) by making it available on a website.

- (2) The Member may send or supply documents or information to the Foundation under these articles by hard copy form or electronic form in a manner specified or agreed by the Foundation.
- (3) Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.
- (4) A director may agree with the Foundation that notices or documents sent to that director 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 forty-eight (48) hours.

Division 2—Administrative Arrangements

55. Registered address in Hong Kong

The registered office of the Foundation will be situate in Hong Kong Special Administrative Region, The People’s Republic of China.

56. Company seal

- (1) A common seal may only be used by the authority of the directors, and shall not be used except with the authority of a resolution of the Board of Directors in writing or recorded in writing.
- (2) A common seal must be a metallic seal having the Foundation’s name engraved on it in legible form.
- (3) Subject to paragraph (2), the directors may decide by what means and in what form the common seal is to be used.
- (4) Unless otherwise decided by the directors, if the Foundation has a common seal and it is affixed to a document, the document must also

be signed by at least one (1) director of the Foundation and one (1) authorized person.

- (5) For the purposes of this article, an authorized person is –
- (a) any director of the Foundation;
 - (b) the company secretary; or
 - (c) any person authorized by the Board of Directors for signing documents to which the common seal is applied.

57. Accounting records for Members' inspection

- (1) The Board of Directors shall keep accounting records that shall –
- (a) be sufficient to –
 - i. show and explain the Foundation's transactions; and
 - ii. disclose with reasonable accuracy, at any time, true and fair view of the Foundation's financial position and financial performance.
 - (b) contain –
 - i. all sums of money received and expended by the Foundation and the matters in respect of which the receipt and expenditure takes place;
 - ii. all sales and purchases of goods by the Foundation;
 - iii. all the assets and liabilities of the Foundation; and
 - iv. all other matters necessary for showing the true state and condition of the Foundation.
- (2) The accounting records shall be kept –
- (a) at the registered office of the Foundation, or at such other place or places as the Board of Directors think fit; and
 - (b) in hard copy form or electronic form, and arranged in a manner that the directors think fit. If the accounting records are kept in electronic form, the Foundation shall ensure that those records are capable of being reproduced in hard copy form.
- (3) At the annual general meeting in every year the directors shall lay before Members of the Foundation a proper statement of accounts –

- (a) made up to a date not more than three (3) months before the meeting and since the end of last preceding accounting reference period; and
 - (b) which consist of
 - i. a proper income and expenditure account for the period;
 - ii. a proper balance sheet and reports; and
 - iii. any other documents required by law to be annexed or attached.
- (4) Subject to any reasonable restrictions as to the time and manner of inspection, the accounting records shall per request of any of the directors or Members, be open for his inspection without charge.
- (5) The Foundation shall preserve the accounting records for seven (7) years after the end of each financial year.

58. Management of funds

- (1) Funds of the Foundation may be withdrawn from the appointed bank or banks with which they are on deposit by the joint signatures of either two (2) of the directors except the director who is ex-officio Member of the Foundation.
- (2) The income and property of the Foundation, when so ever derived, shall be applied solely towards the promotion of the objects of the Foundation.
- (3) No portion of the income and property of the Foundation shall be paid or transferred directly or indirectly to persons who at any time are or have been Members of the Foundation by way of:
- (a) dividend;
 - (b) bonus; or
 - (c) profit or otherwise howsoever.
- (4) Nothing shall prevent the payment, in good faith, by the Foundation of—
- (a) reasonable and proper remuneration to any officer or servant of the Foundation, or to any Member of the Foundation not being a

member of the Board of Directors or governing body of the Foundation in return for any services actually rendered to the Foundation;

- (b) payment of interest at a rate not exceeding twelve per cent (12%) per annum or two per cent (2%) above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans, whichever is the lower; or
- (c) reasonable and proper rent for premises demised or let by any Member to the Foundation.

59. Auditor's insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the Foundation, for an auditor of the Foundation, 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 Foundation (as the case may be); 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 Foundation (as the case may be).
- (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.

Division 3—Winding Up or Dissolution

60. In case of winding up or dissolution

If upon the winding up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever (“the net assets”), the net assets shall not be paid to or distributed among the members of the Foundation but shall be given or transferred to the Association so long as it remains as a charity, failing this the net assets shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Foundation, 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 Foundation under or by virtue of articles 58(2) to 58(4) and article 26 of Part B and this article, such institution or institutions to be determined by a resolution of the Members of the Foundation at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

Division 4—Amendment of Articles

61. Amendment of articles

The Members at general meetings may, by special resolutions, make, alter, and/or repeal these articles, provided that the amendment is duly passed and approved by not less than two-thirds (2/3) of the Members present at the meetings and not in contravention of the Ordinance.