

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

維多利亞青年商會

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

Incorporated the 30th day of March, 1995.

HONG KONG

No. 510060

(COPY)

CERTIFICATE OF INCORPORATION

I hereby certify that

VICTORIA JUNIOR CHAMBER LIMITED

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

GIVEN under my hand this Thirtieth day of March One Thousand Nine Hundred and Ninety Five.

(Sd.) MRS. R. CHUN

.....
for Registrar of Companies
Hong Kong

No. 510060
編號



公司註冊處
COMPANIES REGISTRY

CERTIFICATE OF CHANGE OF NAME

公司更改名稱證書

I hereby certify that
本人謹此證明

VICTORIA JUNIOR CHAMBER LIMITED
維多利亞青年商會有限公司

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

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

JUNIOR CHAMBER INTERNATIONAL VICTORIA (HONG KONG) LIMITED
維多利亞青年商會有限公司

Issued on 29 June 2012.

本證書於二〇一二年六月二十九日發出。

Ms Ada L L CHUNG

.....
Registrar of Companies
Hong Kong Special Administrative Region
香港特別行政區公司註冊處處長鍾麗玲

Note 註:

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

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

THE COMPANIES ORDINANCE (CHAPTER 32)

A Company Limited by Guarantee
and not having any share capital

MEMORANDUM OF ASSOCIATION

OF

維多利亞青年商會

JUNIOR CHAMBER INTERNATIONAL VICTORIA (HONG KONG) LIMITED

1. The name of the Company is “**JUNIOR CHAMBER INTERNATIONAL VICTORIA (HONG KONG) LIMITED**” (維多利亞青年商會) hereinafter referred to as the Association.
2. The registered office of the Association will be situated in Hong Kong.
3. All the provisions in the Seventh Schedule to the Companies Ordinance of the laws of Hong Kong shall not apply.
4. The objects for which the Association is established are:
 - (1) To develop the individual abilities and stimulate joint efforts of individuals for the purpose of improving the economic, social and spiritual well-being of mankind by:
 - (a) Development of an awareness and acceptance of the responsibilities of citizenship;
 - (b) Individual participation in internal training programs to develop leadership potential;
 - (c) Active participation in planning and executing programs for the development of the individual and the community;
 - (d) Promotion of economic development;
 - (e) Furtherance of understanding, goodwill and cooperation among all people; and
 - (f) Extending the activities of the Association to the maximum degree possible throughout the territory of Hong Kong.
 - (2) To promote the extension of membership to young people in Hong Kong.
 - (3) To promote and support charitable and social welfare activities.
 - (4) To promote the concept of universal interdependence.
 - (5) To co-ordinate the activities of its Members to achieve the above objects.
5. The further objects for which the Association is established are:
 - (a) Renting, purchasing, leasing or otherwise acquiring for the use of 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;

- (b) Managing, conducting and carrying on in the premises from time to time purchased, leased or otherwise acquired in order to carry out the business of the Association and for the comfort and convenience of the Members and visitors thereto;
- (c) Borrowing any money or moneys required for the purpose of the Association upon such securities as may be determined;
- (d) Investing the money or moneys of the Association not immediately required upon such securities as may from time to time be determined;
- (e) Accepting donations, holding money or moneys and other assets, investing same in the name of the Association, and applying the same or other assets including the principal and the proceeds or any part thereof for any purpose in furtherance of the objects of the Association;
- (f) Employing auditors, clerks, managers, secretaries, servants and any other professional person or persons for the purposes of the Association and to remunerate them in return for services rendered to the Association;
- (g) Developing and advancing the principles of Junior Chamber International and taking any action necessary for or conducive to the attainment of the same;
- (h) Establishing and maintaining a Trust Fund for the benefit and in furtherance of the objects of the Association; and
- (i) To do such lawful things as are incidental or conducive to the attainment of the above objects.

Provided that the Association shall not support with its fund or endeavour to impose on or procure to impose on or procure to be observed by its Members or others any regulation or restriction which if being an object of the Association would make it a trade union, and provided that

- (a) The Association shall not be involved in any partisan and political activity; and
- (b) The Association shall refrain from sectarian matters in the field of religion.

6. Members must accept the Creed of the Junior Chamber International (JCI) which is as follows:

“We believe”

That faith in God gives meaning and purpose to human life;
That the brotherhood of man transcends the sovereignty of nations;
That economic justice can best be won by free men through free enterprise;
That government should be of laws rather than of men;
That earth’s great treasure lies in human personality;
And that service to humanity is the best work of life.”

(The concept of “God” in the context of the JCI Creed or Declaration of Principles is to be interpreted according to one’s own religious belief.)

7. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in its Memorandum of

Association and no portion thereof will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Members of the Association.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any Member thereof or any other person or persons in return for services actually rendered to the Association, nor shall prevent the payment of interest at a rate not exceeding twelve per cent per annum or two per cent above the prime rate from time to time determined by the Hong Kong Association of Banks, whichever is the higher, on money lent, or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Board of Directors 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 that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of such Board or governing body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper payment for premises demised or let to the Association.

8. The liability of the Members is limited.
9. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up during the time he is a member or within one year afterwards, for payments of the debts and liabilities of the Association contracted before he ceases to be a member and the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amounts as may be required not exceeding TEN DOLLARS.
10. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which 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 Clause 7 hereof under such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Hong Kong as having jurisdiction with regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
11. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place and of the property, credits and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by qualified Auditor or Auditors.
12. The Association shall be affiliated with Junior Chamber International Hong Kong (the National Organization Member (NOM)) as a Local Organization Member (LOM) and shall comply with the Memorandum & Articles of Association and Bye-Laws of Junior Chamber International Hong Kong.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association:

Names, Addresses and Descriptions of Subscribers		
Clara CHAN Wai Ping Penthouse, 39th Floor, 200 Connaught Road C, HK	陳慧屏	Executive
Rosa CHAN Wai Yin 14B Tuck Cia Building, 22-28 Po Tuck Street, HK	陳慧賢	Lecturer
John CHAN Wing Ho 27/F, Pacific Plaza, 410 Des Voeux Road West, HK	陳榮灝	Merchant
Alexander CHANG Yau Hung 6th Floor, Fung House, 19 Connaught Road C, HK	張有洪	Solicitor
Ronald HO Yiu Hung Flat F, 20/F, Block 1, 8 Robinson Road, HK	何耀雄	Executive
Rosalinda HONG 9th Floor, 95 King's Road, HK	洪湘苓	Self-employed
Peter KAM Man Kit 37 Bauhinia Road West, Fairview Park, Yuen Long, NT	金文傑	Barrister
Spencer LI Wing Kwai Room 608 Mei Tao House, Mei Lam Estate, Shatin, NT	李榮貴	Executive
Peter MA Siu Lam 10/F, Luk Hoi Tung Building, 31 Queen's Road C, HK	馬兆林	Solicitor
David MAK Wing Kwong Rooms 308-9, 3/F, Hong Kong Industrial Technology Centre, 72 Tat Chee Avenue, Kowloon Tong, Kowloon	麥永光	Executive
Mike NYAW Mee Kau Department of Management, Chinese University of HK, Shatin, NT	饒美蛟	Professor
Anita TO Ching Chung 22/B Tai Sang Commercial Building, 24-34 Hennessy Road, HK	杜靜聰	Merchant
Justein WONG Chun Unit 5, Sun Cheong Industrial Building, 2 Cheung Yee Street, 1/F, Kowloon	王津	Executive
Angela YING Mei Ki 501 Wellington Plaza, 56-58 Wellington Street, HK	應美琪	Merchant

Dated the 10th day of February, 1995
Witness to the above signatures,

CHEUNG Yuk-Ming
Certified Public Accountant,
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

A Company Limited by Guarantee
and not having any share capital

ARTICLES OF ASSOCIATION

OF

維多利亞青年商會

JUNIOR CHAMBER INTERNATIONAL VICTORIA (HONG KONG) LIMITED

INTERPRETATION

1. These Articles shall be construed with reference to the provisions of the Companies Ordinance of the Laws of Hong Kong and the terms used in these Articles shall be taken as having the same respective meanings.

The provisions in Table C with the exception of regulations 2, 3, 10, 12, 19, 21, 23, 29, 30, 31, 37(a), 38, 39, 40, 41, 42, 48, 49 in the First Schedule to the Companies Ordinance of Hong Kong (Chapter 32 of the revised edition 1984) shall apply. These Articles shall prevail in the event of any inconsistencies between these Articles and provisions of the Ordinance.

2. In interpreting these Articles, unless the context otherwise requires, the following words and expressions shall have the following meanings:
 - (a) The “Association” means “Junior Chamber International Victoria (Hong Kong) Limited”.
 - (b) “Member” means any person duly admitted as member of the Association.
 - (c) The “Board of Directors” means the Board of Directors of the Association for the time being.
 - (d) The “Immediate Past President” (IPP) means the member now as the Director who last held the office of President in the Association.
 - (e) The “Honorary Secretary” means the Secretary of the Association for the term of the office.
 - (f) The “Honorary Treasurer” means the Treasurer of the Association for the term of the office.
 - (g) “Trustees” means the member of the Board of Trustees of the Trust Fund.
 - (h) The “A.G.M.” means the Annual General Meeting of the Members of the Association.
 - (i) “Extraordinary General Meeting” means a General Meeting other than the A.G.M.
 - (j) “General Meeting” means a General Meeting of the Members of the Association whether

Annual or Extraordinary.

- (k) "Extraordinary Resolution" means an Extraordinary Resolution passed in accordance with Section 116 of the Companies Ordinance.
- (l) "Special Resolution" means a Special Resolution of the Association passed in accordance with Section 116 of the Companies Ordinance.
- (m) The "Seal" means the Common Seal of the Association.
- (n) "In Writing" means written or printed or partly written and partly printed.
- (o) Words importing the singular number include the plural number and vice versa.
- (p) Words importing the masculine gender include the feminine gender and vice versa.
- (q) The Memorandum and Articles of Association shall together form the Rules of the Association.

MEMBERSHIP

NUMBER

- 3. The number of Members of all classes with which the Association proposes to be registered is 1,000, but the Directors may from time to time register an increase of Members.

ELIGIBILITY

- 4. Full membership shall be open to any person of good character who is between the age of eighteen and forty, and full membership shall continue to the end of the calendar year in which the person reaches the age of forty years.

CLASSIFICATION

- 5. Membership in the Association shall be classified as Full Members, Senior Members, Honorary Members, and Honorary Life Members.

- (a) Full Members

Members between the age of eighteen and forty are Full Members who shall be entitled to full rights and privileges as provided in these Articles of Association. A member of the Board of Directors who reaches his fortieth birthday shall remain a Full Member until the completion of his current term of office.

- (b) Senior Members

A Full Member of the Association who has attained the age of forty shall be eligible for senior membership of the Association, with effect from next calendar year of the year in which he has so attained 40 years of age. Upon payment of the required dues, a senior member shall be entitled to all the rights and privileges of a Full Member save and except the right to be member of the Board of Directors and the right to vote at General Meetings. Any person over forty years of age who has not been a Full Member of the Association shall not be eligible for Senior Membership.

The subscribers of this Memorandum and Articles of Association may upon incorporation

of the Association nominate such persons as having attained the age of forty years to be Senior Members.

(c) Honorary Life Members

A senator of Junior Chamber International whose senatorship is sponsored and approved by the Board of Directors of the Association may be an Honorary Life Member of the Association, subject to the approval by a simple majority vote at a General Meeting.

The Board of Directors shall be entitled to nominate any Full Member or Senior Member of the Association who in the opinion of the Board has rendered outstanding service to the Association to be an Honorary Life Member of the Association. Such nomination shall be subject to the approval by a two-thirds majority vote at a General Meeting.

An Honorary Life Member shall be exempted from payment of membership dues. He may either be a Full Member or a Senior Member.

(d) Honorary Members

An individual who is not a Full Member or Senior Member of the Association may be nominated as an Honorary Member of the Association, subject to the approval by a two-thirds majority vote at a General Meeting.

The Board of Directors shall be entitled to nominate an individual who in the opinion of the Board has rendered outstanding service or contributions in promoting and advancing the objects of the Association to be an Honorary Member of the Association. An Honorary Member will be appointed for a one-year term, commencing on the first day of the calendar year immediately following the year in which approval by a two-thirds majority vote at a General Assembly is obtained.

An Honorary Member shall be exempted from payment of membership dues.

COMMENDATION OF EXCEPTIONAL SERVICE

5A. Honorary Life President

A Past President of the Association may be nominated as an Honorary Life President in recognition of exceptional long-term service to the Association.

The Board of Directors shall be entitled to nominate any Past President of the Association who in the opinion of the Board has rendered outstanding service to the Association to be an Honorary Life President of the Association. Such nomination shall be subject to the approval by a two-thirds majority vote at a General Meeting.

APPLICATION

6. All applications for full membership must be made on the Association's application form and be submitted in the manner prescribed by the Board of Directors. Such application shall be approved by the Board of Directors. On approval by the Board, the applicant shall be duly notified by the Association. In the event of an unsuccessful application, the Association shall notify in writing the unsuccessful applicant.
7. The applicant shall be inducted to become a member of the Association on such suitable occasion as decided by the Board of Directors. Upon such induction to membership, the Applicant shall pay the full membership fees required, which may include the entrance fees and

subscriptions for the remaining months of that particular year.

OBLIGATIONS AND PRIVILEGES

8. Upon admission or re-admission, a Member shall become liable to all the obligations, restrictions and penalties as well as be entitled to the rights and privileges of the Association as set forth in the Articles of the Association.
 - (a) Full Member of the Association shall have the full rights as to speech, to vote and to attend all General Meetings, to participate in all activities and subject to the provisions hereof shall be eligible to be elected to any office of the Board of Directors and of the Association and all other rights to which Members of the Association are entitled. A Director who reaches his fortieth birthday during his term of office shall be regarded as a Full Member until completion of his current term of office.
 - (b) Senior Member of the Association shall have the rights as to speech, to attend General Meeting and to participate in all activities but shall not be entitled to vote nor shall be eligible to be elected to any office of the Board of Directors and to enjoy any other rights given in particular to a Full Member of the Association.
9. The rights and privileges of a Member shall be personal to himself, which shall not be transferable whatsoever by his own conduct or by operation of laws, and shall cease upon his death, or his ceasing to be Member for any cause under and by virtue of the provisions of these Articles of Association.

INITIATION FEE

10. The initiation fee for all Full members shall be a sum fixed by the current Board of Directors.

DUES

11. The membership dues for all Full Members and Senior Members shall be decided by the current Board of Directors, payable yearly in advance. Payments shall become due on the 1st day of January each year. The Honorary Treasurer shall give Members written notice of dues payable.
 - (a) Any Member whose dues are in arrears for a period of thirty days from the date on which a written notice of demand for payment is issued by the Association shall forthwith be suspended from Membership, but may, at the discretion of the Board of Directors, be reinstated upon payment of his outstanding dues.
 - (b) The Association shall issue receipt to the Member on acknowledgment of payment of the membership dues from the Member.
12. Any Member who shall for whatsoever reason cease to be a Member, shall nevertheless remain liable for and shall pay to the Association all money or moneys which at the time of his ceasing to be a Member shall remain outstanding from him to the Association.

RENOUNCIATION OF MEMBERSHIP

13. Any Member may renounce his membership from the Association by giving notice in writing to the Board of Directors and such notice shall be deposited in the registered office of the Association at office hours during the current year, in which event any membership fee already paid shall not be refundable. Unless notice of such renunciation is given to the Board of Directors prior to commencement of the following year, he shall be liable to pay the annual membership fee for the following year.

CESSATION OF MEMBERSHIP

14. If any Member violates any provisions of the Articles of the Association or if his conduct whether or not in connection with the activities of the Association shall, in the opinion of the Board of Directors, be injurious to the character or interests of the Association or if he is convicted of any criminal offence or declared bankrupt by the Court of Hong Kong, the Board of Directors shall after full inquiry and due notice having been given to such Member (if at least four-fifths of the Board sanction that course of action) recommend such Member to renounce his membership. If such Member so recommended shall not renounce his membership within fourteen days from the date of notice of such recommendation, the Board of Directors shall have power to call for an Extraordinary General Meeting convened with at least fourteen clear days' notice at which Meeting it shall be competent for the votes of four-fifths of those attending to expel such Member from the Association and no appeal shall lie from their such determination of expulsion to any other meeting or Court of Law. In a sufficiently grave case the Board of Directors may at its sole discretion and without giving him the option of renouncing immediately determine the Member's rights and privileges under the Articles of Association, and shall forthwith call an Extraordinary General Meeting to consider the question of his expulsion.
15. When a Member renounce membership at the request of the Board of Directors, his membership fee already paid for the current year shall not be refunded to him. Members renouncing membership for any reason and those expelled shall not have any dues paid in advance refunded.
16. Any Member who shall fail to pay any moneys due from him to the Association within the time prescribed by the provisions herein shall ipso facto cease to be Member, but the Board of Directors may at its sole discretion, for good cause shown, reinstate such Member.

MEMBERS' ADDRESS

17. Member shall furnish with the Association his correspondence address and shall give due notice to the Association in case of change of his such address. 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.

ORGANIZATION

BOARD OF DIRECTORS

18. The Management of the affairs of the Association shall be vested in the Board of Directors, which is composed of eight (8) Executive Directors and together with not more than ten (10) other Ordinary Directors.
19. The Board of Directors shall consist of eight (8) Executive Directors, namely a President, four (4) Vice Presidents, an Honorary Secretary, an Honorary Treasurer, and an ex-officio, the Immediate Past President.
20. (a) Not less than seven out of the eight Executive Directors of the Board of Directors except the Immediate Past President shall be elected and appointed at the General Meeting.

(b) The other members of the Board (the Ordinary Directors) may be elected at the General Meeting or be appointed by the Executive Directors so elected in the General Meeting, by decision in the same General Meeting.
21. With the exception of the President of the Association, a member of the Board of Directors shall be eligible to be re-elected or re-appointed to any office in the Board in the following years.
22. The term of office of all members of the Board of Directors shall commence on the 1st day of

January of the year for which they are elected and appointed and end on the 31st day of December of the same year.

23. The First Directors of the Board of Directors of the Association have been determined in writing by the subscribers of the Memorandum of Association which are as follows:-
- (a) Vincent CHUNG Wai Sein
 - (b) David FUNG Tat Wai
 - (c) Rosalinda HONG
 - (d) Amy KWONG Mee Yuk
 - (e) Jimmy Bonds LAM Kin Ming
 - (f) Albert LAM Yiu Kwok
 - (g) Vicky LEE Shuk Yee
 - (h) Spencer LI Wing Kwai
 - (i) NG Lai Ling
 - (j) Frank PAK Fu Hung
 - (k) Felicia SHAM
 - (l) Frederick SHAM Tin Fong
 - (m) Johann TANG Wai Kee
 - (n) Philip TSANG Chiu Sing
 - (o) Frederick WONG Chiu Yin

ELECTION

24. All candidates standing for election to the Board of Directors must be Full Members. Members having reached the age of forty at the time of election is not eligible to stand for the election.
25. Nomination for election to the Board must be made in writing on nomination form by a Full Member and seconded by another, and a majority of the votes cast by the Members present and voting at the General Meeting shall constitute an election. All nominations must be received by the Honorary Secretary at least ten (10) clear days before the date of the General Meeting in which the election is to be held, failing which such nomination may not be accepted by the Association. The Honorary Secretary shall cause all nominations received to be opened upon enquiry from Members at least seven (7) clear days before the date of the election.
26. If there is no nomination in writing submitted before the General Meeting convened for election purpose for any Executive Directors, verbal nomination shall be accepted during such General Meeting provided such verbal nomination is duly seconded and supported with the nominee confirmation of his willingness to serve the Association as director if elected.
27. Subject to Article 32, voting will be by secret ballot.
28. Successful candidates must receive over 50% of the ballots cast and successive ballots shall continue to be held until this majority is secured.
29. The election of the President shall take place before elections to other posts, i.e. Vice Presidents, Honorary Secretary, Honorary Treasurer and the Ordinary Directors.
30. An unsuccessful candidate for the presidency or any other executive directorship will be automatically eligible to stand for election to any other executive directorship or ordinary directorship without nomination on failure to be elected with regard to any particular post provided the candidate so agrees.
31. No person who is not a current or past Executive Director may be a candidate for election as

President.

32. Any rules or regulations governing elections may be waived by the consent of not less than four-fifths of members personally present or by proxies and entitled to vote in the General Meeting in which the election is held.

VACANCY

33. If any vacancy other than the President occurs in the Board of Directors, the Board of Directors shall appoint one Full Member to fill such vacancy.
34. In the event of more than two vacancies of the Executive Directors occurring at any one time during any one term of year, such vacancies shall be filled by elections held at an Extraordinary General Meeting convened for the purpose.

CONDUCT

35. A member of the Board of Directors shall not act as a member of the Board of Directors and exercise his right of casting vote at any Meeting in which his own conduct is in question, or at any meeting held to investigate any case in which he is a complainant.
36. Any member of the Board of Directors, including the Immediate Past President may be removed from the Board of Directors by votes of at least two-thirds of the members present at and voting in an Extraordinary General Meeting called for such purpose. Any such person so removed from the Board of Directors shall not be elected or appointed to fill any vacancy on the Board of Directors in that year without an affirmative vote of at least two-thirds of the members present and voting at a subsequent Extraordinary General Meeting.

DUTIES OF BOARD OF DIRECTORS

37. The Board of Directors may exercise in addition to the powers and authorities by these Articles of Association expressly conferred on them all such powers and do all such acts and things as may be exercised and done by the Association and which are not hereby or by Ordinance expressly to be exercised or done by the Association in General Meeting.
38. The Board of Directors shall have power to appoint or remove employees of the Association and to fix the amount of their remuneration.
39.
 - (a) The President, as chief executive officer of the Association, shall supervise the Association's affairs and activities and shall make an Annual Report thereon and report to the Members. He shall chair all General and Board Meetings of the Association with the exception of the election meeting.
 - (b) The Immediate Past President shall chair all General and Board Meetings in the absence of the President, and in the event of the President resigning or being removed from office, shall act as Provisional President pending the election of an Acting President by the Board of Directors from the Board members.
 - (c) The duties of the Vice President shall be to communicate with and work with the Ordinary Directors and sub-committees which he has been appointed to head. They shall assist the President in managing the affairs of the Association and shall use their best endeavours to execute and carry out resolutions of the Board with respect to those duties to which they have been specifically designated.
 - (d) The Honorary Secretary of the Association shall keep the Seal, the documents and the true record of the Association. He shall also prepare agenda and take minutes of meetings,

and serve the appropriate notices of the meetings to Members of the Association and general correspondence of the Association. He shall also file all returns in accordance with the Companies Ordinance of Hong Kong.

- (e) The Honorary Treasurer shall issue notices of dues payable and be responsible for collection thereof, keep the books ledgers accounts of the Association, collect and disburse funds on the direction of the Board of Directors and shall prepare an up-dated pre-audited financial statement, and prepare a final account in respect of his term of office within three months after completion of his term of office.
- (f) The Ordinary Directors shall be responsible in promoting the affairs of the Association and supervising all projects to which they have been designated.

SUBCOMMITTEE CHAIRMEN

- 40. The Board of Directors shall determine the number and types of the subcommittees deemed proper and necessary for carrying out and promotion of the objects and purposes of the Association.
- 41. Subcommittee chairman shall be appointed by the Board of Directors from amongst the Members.

TRUST FUND

- 42. The Directors may from time to time set aside such part of the funds of the Association as is not required for the day to day management expenses of the Association for the establishment of a Trust Fund and vest the same in a Board of Trustees.
- 43. The Board of Trustees shall consist of the following members:
 - (a) five trustees whose qualification shall be a Past President and/or Subscribers of the Association;
 - (b) the President of the Association for the time being shall be one of the five trustees and ex-officio thereof.

The Board of Trustees shall be elected by the Past Presidents and Subscribers of the Association who are members of the Association of the time being. The Trustees shall elect amongst themselves a chairman for their term of office.

- 44. The term of office of the trustees, other than the ex-officio trustee aforementioned, shall be three years, and they shall be eligible for re-election. The outgoing chairman of the Board of Trustees shall determine the nomination and election procedures of the incoming Trustees subject to the approval by the outgoing Board of Trustees.
- 45. The Board of Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A Trustee may at any time summon a meeting of the Board of Trustees.
 - (a) Questions arising at any meeting shall be decided by a simple majority of votes cast. In case of an equality of votes, the Chairman shall have a second or casting vote.
 - (b) The quorum necessary for the transaction of the business of the Board of Trustees shall be three (3) members.

- (c) If the Chairman is not present within thirty (30) minutes after the time appointed for holding a meeting of the Board of Trustees, the Trustees present may choose one of their members as the chairman of that meeting of the Board of Trustees.
46. Chairman of the Board of Trustees shall report to the Members in General Meeting.
47. Within the limits prescribed by the Articles of Association, the Trustees shall have full power from time to time make regulations for the management of the trust and for the conduct of their business including the summoning of meetings, the deposit of money at a proper bank, investing of the Fund and the custody of documents. Any investment of the trust money shall be confined to all lawful investments in Hong Kong.
48. The Board of Trustees shall have the right in their absolute discretion to accept any further or additional property donated to the Association and/or the Trust Fund by any person either personally or by testamentary act or disposition or by any firm or company.
49. The capital of the trust money shall not be used to finance or subsidize the projects of the Association nor be used for the administration management or running of the Association without approval of the Board of Trustees.
50. The income from the investments (after retention for re-investment at a minimum rate of 10 per cent) or such part thereof as the Board of Trustees shall decide shall be applied to such projects, events and activities in Hong Kong and/or abroad as the same will promote, enhance, or attain in the image, goodwill, prestige or objects of the Association.
51. Any Trustee who is adjudged bankrupt or makes a composition arrangement with his creditors or who is incapacitated from acting or who resigns in writing to the Board of Trustees shall thereupon cease to be a trustee. The Board of Trustees shall have power at any time, and from time to time, to appoint any person to be a Trustee to fill a casual vacancy but the total number of Trustees shall not at any time exceed the number fixed in accordance with these Articles.
52. Notwithstanding the provisions of Article 43 and 44, the first Board of Trustees shall be:
- (a) Mike NYAW Mee Kau
 - (b) Clara CHAN Wai Ping
 - (c) John CHAN Wing Ho
 - (d) Ronald HO Yiu Hung
 - (e) Spencer LI Wing Kwai

ACCOUNTS

53. The Directors in general and the Honorary Treasurer in particular shall be responsible for keeping of proper books of account and records with respect to:
- (a) All sums of moneys received and expended by the Association and the matter in respect of which such receipt and expenditure takes place.
 - (b) All assets and liabilities of the Association.
 - (c) All sales and purchases of properties by the Association.
 - (d) Any other matters necessary for showing the true and fair view and state of the Association's affairs.
54. At the Annual General Meeting in every year the Directors shall lay before Members of the Association a proper income and expenditure account for the period since the last preceding

account (or in the case of the first account since the incorporation of the Association) made up to a date not more than two months before such meeting together with a proper balance sheet and reports (all of which shall be framed in accordance with the statutory requirements for audited accounts for the time being in force) and of any other documents required by law to be annexed or attached thereto, and the same shall be sent to the Auditors and to all Full Members.

55. Unless otherwise determined by the Board of Directors and provided conditions in Article 58 is observed, the accounting years of the Association shall end on the 31st December each year and the annual accounts of the Association must be made up to this date each and every year.

FUNDS

56. Funds of the Association may be withdrawn from the appointed bank or banks with which they are on deposit by the joint signatures of either the Honorary Treasurer or the President, and one other Executive Director of the Board of Directors.

PAYMENT

57. Save and except those relating to trust fund or any part thereof as provided hereinbefore all cheques, drafts and orders for the payment of money shall be signed by the joint signatures of either the Honorary Treasurer or the President, and one other Executive Director of the Board of Directors.

AUDIT

58. Once at least in every year the accounts of the Association shall be examined, and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more auditor or auditors.
59. The Association at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting.

ANNUAL RETURN

60. The Directors in general and the Honorary Secretary in particular, shall be responsible for filing all returns in accordance with the Companies Ordinance of Hong Kong.

SEAL

61. The Honorary Secretary shall affix the Seal for the Association with the authority of the Board of Directors and in the presence of at least one other Executive Director of the Board of Directors to all instruments requiring to be sealed, and all such instruments shall be signed by the two Executive Directors of the Board of Directors present, one of whom shall be the Honorary Secretary.

MEETINGS

BOARD MEETINGS

62. Meetings of the Board of Directors shall be held at least once a month. At all Meetings of the Board of Directors, one-half of Directors (including Executive Directors and Ordinary Directors) shall constitute a quorum. On the written request of any four (4) Directors thereof, a Special Meeting of the Board of Directors shall be called by the Honorary Secretary.
63. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the chairman shall have a second or casting vote.

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

ANNUAL GENERAL MEETING

65. Except and unless provided otherwise, the matters of the Annual General Meeting shall be:
- (a) to approve and adopt the minutes of the last preceding Annual General Meeting and/or Extraordinary General Meeting;
 - (b) to approve and to adopt the annual report of the President;
 - (c) to receive the reports of the Board of Directors;
 - (d) to appoint the auditor(s) of the Association;
 - (e) to elect the Board of Directors of the forthcoming year;
 - (f) to discuss any other matters relating to the affairs and management of the Association;
 - (g) to adopt the statement of account and to approve and adopt the audited account of the preceding year.

Any other business than aforesaid transacted in the Annual General Meeting shall be deemed special business.

66. The Annual General Meeting shall be held once in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting and such place as may be prescribed by the Board of Directors.
67. Notice of such Meeting shall be mailed by the Honorary Secretary to each member at his last known address at least 21 clear days prior thereto, for which the notice is given specifying the place, the day and the hour of meeting and in case of special business, the general nature of that business shall be specified in the notice.
68. The President of the Association shall preside as Chairman at all General Meetings of the Association. If the President is not present, the Immediate Past President shall preside as Chairman of the said General Meetings. If the Immediate Past President too is not present, the Directors present shall elect one of their members to be chairman of the meetings.

QUORUM AND ADJOURNMENT

69. At all General Meetings, one-third of the Full Members present in person or by proxy shall constitute a quorum. If within half an hour from the time appointed for any General Meeting a quorum is not present, the Meeting, if convened upon the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time, this adjourned meeting shall proceed with the original agenda even if the Members do not constitute a quorum, provided that the proxy shall not exceed one-third of the quorum.
70. The Chairman may with the consent by the majority in General Meeting, adjourn any such Meeting from time to time and from place to place. No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
71. When a meeting is adjourned under these Articles for more than seven days, notice of the meeting shall be given as in the case of an original meeting.

VOTE

72. Each Full Member shall carry one vote personally or by proxy at all General Meetings. No

member shall be entitled to vote at any meeting unless all money presently due and payable by him to the Association have been paid.

73. Proxies are allowed if submitted to the Honorary Secretary not less than forty-eight hours prior to the Meeting or if submitted at the General Meeting and duly accepted by the Chairman. A proxy needs to be a Member of the Association. No member can be appointed as Proxy representing for more than 6 members in the same meeting.
74. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, and shall be in the following form or as near thereto as the circumstances will admit:

JUNIOR CHAMBER INTERNATIONAL VICTORIA (HONG KONG) LIMITED

I, _____, being a Full Member of the above-mentioned Association, hereby appoint and failing him _____, both as Member of the mentioned Association, to vote for me and on my behalf of the Annual/Extraordinary General Meeting of the Association to be held on the _____ day of _____ and at any adjournment thereof, unless this instrument has previously been revoked by me.

Signed this _____ day of _____ 20_____

Signature
Appointor

75. The instrument appointing a proxy shall be in writing and be deposited at the registered office of the Association, in default of which the instrument of proxy shall not be treated as valid.
76. In the case of an equality of votes with the exception in election meetings whether on a show of hand or a ballot, the Chairman of the Meeting shall be entitled to a second or casting vote.

EXTRAORDINARY GENERAL MEETING

77. The Board of Directors may also convene Extraordinary General Meeting of the Association, upon at least fourteen clear days' notice, specifying in the notice convening the Meeting the object for which the Meeting is called, and within which the discussion must be strictly confined.
78. The Board of Directors shall also call an Extraordinary General Meeting under the same conditions and restrictions as contained in Clause 77 aforesaid upon the written requisition of one-third of the Full Members, and such requisition, together with the notice convening the Meeting, shall be posted to every Member at least fourteen clear days before the Meeting.

DELEGATION

79. The Board of Directors may appoint a Delegation to represent the Association at any convention meeting or assembly as may be deemed necessary. Such Delegation shall exercise only those powers specifically vested in them by the Board. Senior Members may be part of the members of these delegations with such powers as may be specified by the Board.
80. The Board of Directors may at any time remove any person from any Delegation, after which removal such person may not act on behalf of the Association at the convention, meeting or assembly to which he was appointed a delegate.

REGULATIONS

81. The Resolutions of Members of the Association in General Meetings shall be the paramount authority of the Association.

82. The members at General Meetings may, by special resolutions, make, alter, and/or repeal the regulations of the Association, provided that the amendment is duly passed and approved by not less than two-thirds of the members present at the meetings.

Names, Addresses and Descriptions of Subscribers		
Clara CHAN Wai Ping Penthouse, 39th Floor, 200 Connaught Road C, HK	陳慧屏	Executive
Rosa CHAN Wai Yin 14B Tuck Cia Building, 22-28 Po Tuck Street, HK	陳慧賢	Lecturer
John CHAN Wing Ho 27/F, Pacific Plaza, 410 Des Voeux Road West, HK	陳榮灝	Merchant
Alexander CHANG Yau Hung 6th Floor, Fung House, 19 Connaught Road C, HK	張有洪	Solicitor
Ronald HO Yiu Hung Flat F, 20/F, Block 1, 8 Robinson Road, HK	何耀雄	Executive
Rosalinda HONG 9th Floor, 95 King's Road, HK	洪湘苓	Self-employed
Peter KAM Man Kit 37 Bauhinia Road West, Fariview Park, Yuen Long, NT	金文傑	Barrister
Spencer LI Wing Kwai Room 608 Mei Tao House, Mei Lam Estate, Shatin, NT	李榮貴	Executive
Peter MA Siu Lam 10/F, Luk Hoi Tung Building, 31 Queen's Road C, HK	馬兆林	Solicitor
David MAK Wing Kwong Rooms 308-9, 3/F, Hong Kong Industrial Technology Centre, 72 Tat Chee Avenue, Kowloon Tong, Kowloon	麥永光	Executive
Mike NYAW Mee Kau Department of Management, Chinese University of HK, Shatin, NT	饒美蛟	Professor
Anita TO Ching Chung 22/B Tai Sang Commercial Building, 24-34 Hennessy Road, HK	杜靜聰	Merchant
Justein WONG Chun Unit 5, Sun Cheong Industrial Building, 2 Cheung Yee Street, 1/F, Kowloon	王津	Executive
Angela YING Mei Ki 501 Wellington Plaza, 56-58 Wellington Street, HK	應美琪	Merchant

Dated the 10th day of February, 1995
Witness to the above signatures,

CHEUNG Yuk-Ming
Certified Public Accountant,
Hong Kong