



香港中華廠商聯合會

The Chinese Manufacturers'  
Association of Hong Kong





ARTICLES OF ASSOCIATION  
OF  
**THE CHINESE MANUFACTURERS' ASSOCIATION  
OF HONG KONG**

( 香港中華廠商聯合會 )

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Incorporated the 11th day of March 1960

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**2019**



File No. 5878

[ COPY ]

**CERTIFICATE OF INCORPORATION**

I HEREBY CERTIFY that

**THE CHINESE MANUFACTURERS' ASSOCIATION OF  
HONG KONG**

( 香港中華廠商聯合會 )

is this day incorporated in Hong Kong under the Company Ordinance (Chapter 32 of the Revised Edition, 1950, of the Laws of Hong Kong), and that this company is limited.

Given under my hand and seal of of fice this Eleventh day of March One Thousand Nine Hundred and Sixty.

**L.S.**

**(Signed) W.K. Thomson**

Registrar of Companies,  
Hong Kong

THE COMPANIES ORDINANCE

(Chapter 32 of the Revised Edition 1950 of the Laws of Hong Kong)

SECTION 21

WHEREAS His Excellency the Governor of Hong Kong has in exercise of the power conferred on him by Section 26 of the Interpretation Ordinance (Chapter 1) deputed the person for the time being holding the office of Registrar of Companies to exercise and perform on his behalf the duties discretions and powers vested in him by Section 21 of the Companies Ordinance, Chapter 32,

AND WHEREAS it has been proved to my satisfaction that

**THE CHINESE MANUFACTURERS' ASSOCIATION OF HONG KONG**

(香港中華廠商聯合會)

which is about to be registered under the said Companies Ordinance as a Company limited by guarantee is formed for the purpose of promoting objects of the nature contemplated by Section 21 of the said Ordinance and that it is the intention of the said Association that 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 the Memorandum of Association of the said Association, and that no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit, to the persons who are members of the Association.

NOW THEREFORE I, WILLIAM KIRK THOMSON, Registrar of Companies of the Colony of Hong Kong, in exercise of the said discretions and powers delegated to me as aforesaid, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by Seven members thereof on the 9th day of March 1960, do on behalf of His Excellency the Governor by this my Licence direct

**THE CHINESE MANUFACTURERS' ASSOCIATION OF HONG KONG**

(香港中華廠商聯合會)

to be registered with limited liability without the addition of the word “Limited” to its name.

GIVEN under my hand and Seal of Office at Victoria in the Colony of Hong Kong this Eleventh day of March One Thousand Nine Hundred and Sixty.



**(Signed) W.K. Thomson**

Registrar of Companies,  
Hong Kong





Hong Kong  
Stamp  
Duty

THE COMPANIES ORDINANCE, (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

THE CHINESE MANUFACTURERS' ASSOCIATION OF HONG KONG

( 香港中華廠商聯合會 )

**Preliminary**

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

“The Association” means The Chinese Manufacturers’ Association of Hong Kong.

“Consultative Committee” means the committee provided in Article 77(aa).

“Education Ordinance” means the Education Ordinance (Chapter 279 of the Laws of Hong Kong).

“Election Committee” means the committee provided in Article 79(a).

“Election Days” means the days for election of members of the General Committee as provided in Article 81(a).

“Executive Committee” means the Executive Committee of the Association.

“General Committee” means the General Committee of the Association.

“Government” means the government of Hong Kong.

“Members” means members for the time being of the Association and unless the context otherwise provides shall include the Permanent Members, Basic Members, Associate Members, Permanent Associate Members, Group Members and Permanent Group Members.

“member of the General Committee” or “member of the Executive Committee” means any person for the time being appointed as a member of the General Committee or Executive Committee and the person so appointed shall be deemed to be a ‘director’ of the Association for the purposes of the Ordinance.

“The Ordinance” means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) including the related subsidiary legislation and any statutory re-enactment or modification thereof for the time being in force.

“registered representative” or “Member's registered representative” means a member's representative who shall have been duly registered with the Association in accordance with these Articles.

“Standing Committee” means the General Affairs Standing Committee and the Finance Standing Committee appointed by the General Committee as provided in these Articles.

“Committee” means the committees appointed by the General Committee as provided in these Articles.

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

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

Words importing masculine gender shall include feminine and neuter genders.

Words importing individual shall include firms, companies, institutions, organisations, clubs and associations.

### **Name and Registered Office**

2. The name of the Association is “The Chinese Manufacturers’ Association of Hong Kong” ( 香港中華廠商聯合會 ).
3. The registered office of the Association will be situated in the Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”).

### **Objects, Powers and Application of Income**

4. The objects for which the Association is established are:--
  - (a) To promote Hong Kong's trade and industrial development;
  - (b) To represent industry in the formulation and implementation of Government policies;
  - (c) To participate in community development work; and

(d) To foster international understanding and co-operation.

5. The Association has the power to further its objects but not otherwise, including but not limited to the following:--

(a) To take over the management, assets and liabilities of the unincorporated association known as The Chinese Manufacturers' Association of Hong Kong ( 香港中華廠商聯合會 ) formerly known as The Chinese Manufacturers' Union.

(b) To promote, sponsor, hold, and organize exhibitions, seminars and related activities the development of industry and trade in Hong Kong.

(c) To consider, investigate and enquire into all questions connected with the interests of merchants and manufacturers.

(d) To found an association or organisation for manufacturers so as to serve their common interest and benefit.

(e) To promote and encourage unity and friendly relationship among manufacturers.

(f) To protect the reputation and good name of manufacturers.

(g) (deleted)

(h) (deleted)

(i) To make application or representation to the Government or other appropriate authorities on any question or matter affecting the members of the Association or any of them.

(j) To assist the Government in all matters concerning manufacturers.

(k) To promote, support, or oppose legislative or other measures affecting the said interests.

(l) To collect and circulate statistics and other information relating to the members of the Association and for their interest.

(m) To establish, undertake, superintend, administer, and contribute to any benevolent fund, and to contribute to or otherwise assist any educational institutions or undertakings.

(n) (deleted)

(o) (deleted)

(p) To establish and carry on one or more non-profit-making schools or colleges where students may obtain a sound technical, professional or general

education.

- (q) (deleted)
- (r) To provide for the delivery and holding of lectures, exhibitions, classes and conferences calculated directly or indirectly to advance the cause of education, whether general, professional or technical.
- (s) To accept donations and endowments for all or any of the purposes herein.
- (t) To act as custodian trustee or manager of any property or fund for any charitable or other organisations or institutions.
- (u) To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise.
- (v) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the objects of the Association.
- (w) To advance and lend money on the security of land, buildings, hereditaments and premises of any tenure or descriptions, shares, securities, merchandise and other property in Hong Kong and/or elsewhere, and generally to lend and advance money to such persons, firms or companies upon such terms and subject to such conditions as may seem expedient.
- (x) To manage, maintain, improve and develop all or any part of the property, land, building or buildings of the Association and to operate or use in conjunction or co-ownership with others, lease, mortgage, underlet, exchange, surrender, sell, turn to account or otherwise deal with and dispose of the same or any part or parts thereof or interest therein, for such consideration and or such terms and conditions as the Association may think fit.
- (y) (deleted)
- (z) To borrow or raise and give security for any moneys required for the purposes of the Association upon such securities as may be determined and in such manner as the Association shall think fit and in particular by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association both present and future.
- (aa) To borrow or raise or secure the payment of money in such manner as the Association shall think fit, and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off any such securities.
- (bb) To invest and deal with the moneys of the Association not immediately

required in such manner as may from time to time be determined.

- (cc) To issue certificates of origin of any goods and to undertake and conduct surveys of any goods or merchandise, and to issue all necessary certificates in connection therewith.
- (dd) To raise money by subscription or other lawful means for the purpose of the above objects of the Association.
- (ee) To support and subscribe to any charity or relief or public fund in Hong Kong or elsewhere and to make donations to such persons or institutions and in such cases as the Association shall think fit provided that none of the funds of the Association shall be paid to any institution or undertaking which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus or otherwise howsoever by way of profit to its members.
- (ff) To do all or any of the above things as principal, agent, contractor, trustee, or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others.
- (gg) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or were at any time in the employment or service of the Association, and the wives, widows, families and dependents of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid.
- (hh) To establish and set up branches of the Association and representative offices and other affiliated associations of the Association overseas.
- (ii) To do all such other things as are incidental or conducive to the attainment of all or any of the objects of the Association.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
6. (1) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in these Articles.

- (2) Subject to paragraph (3) below, none of the income or property of the Association may be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever to any Member.
- (3) The requirement under paragraph (2) above does not prevent the payment by the Association :-
  - (a) of reasonable and proper remuneration to a Member for any goods and services supplied by him or her to the Association;
  - (b) of reimbursement to a Member for out-of-pocket expenses properly incurred by him or her for the Association;
  - (c) of interest on money lent by a Member to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - (d) of rent to a Member for premises let by him or her to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such Member must withdraw from any meeting at which a proposal or the rent or other terms of the lease are under discussion; and
  - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a Member is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
7. The Association shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

### **Members**

8. The liability of the members of the Association is limited.
9. For the purposes of registration, the number of members of the Association shall be limited to 50,000.
10. (a) The following persons shall be members of the Association:
  - (i) the subscribers to these Articles , all such members of the unincorporated association known as The Chinese Manufacturers' Association of Hong Kong ( 香港中華廠商聯合會 ) formerly known as The Chinese

Manufacturers' Union at the date of incorporation of the Association as have become members of the Association and all members of the Association admitted in accordance with the Articles of Association of the Association prior to the 26th day of March 1975 if they shall remain as members of the Association on the said 26th day of March 1975;

- (ii) all such firms, companies, factories, industrial associations, chambers of commerce and individual persons as shall apply for admission and as shall be admitted as members of the Association after the said 26th day of March 1975 in accordance with these Articles.
- (b) (i) Members of the Association shall, until and unless the Association shall otherwise decide, consist of the following groups:
  - (i) Permanent Members ( 永遠會員 )
  - (ii) Basic Members ( 基本會員 )
  - (iii) Associate Members ( 聯繫會員 )
  - (iii) (I) Permanent Associate Members ( 永遠聯繫會員 )
  - (iv) Group Members ( 團體會員 )
  - (iv) (I) Permanent Group Members ( 永遠團體會員 )
- (ii) all members mentioned in sub-paragraph (a)(i) of this Article who remain as members of the Association on the said 26th day of March 1975 shall be allocated within 3 months after the said 26th day of March 1975 to such equivalent group of members above mentioned as the General Committee shall consider appropriate in accordance with sub-paragraphs (c), (d) and (e) of this Article.
- (c) Any firm or company whether incorporated or unincorporated in Hong Kong, which is holding a business registration certificate shall be eligible to apply for admission and to be admitted as a Basic Member or Permanent Member of the Association if, either it has over 25% of the issued share capital of any manufacturing factory in areas other than Hong Kong which factory is holding the requisite licence or registration in compliance with the respective legislation of the place where the manufacturing factory is located, or if it carries on a manufacturing business in Hong Kong.
- (d) (i) Any firm or company holding a business registration certificate and carrying on the business of trading or providing professional services and being in sympathy with the objects of the Association,
- (ii) Any factory or any corporation outside Hong Kong, holding the requisite licence or registration in compliance with the respective legislations of the place where the factory or corporation is located, or

- (iii) Any individual person carrying on a trade or providing a professional service matching the objects of the Association;  
  
shall be eligible to apply for admission and to be admitted as an Associate Member or a Permanent Associate Member of the Association.
  - (e) Any industrial or commercial association, having been registered with the relevant Government Department or Authority in accordance with the provisions of any ordinance or bye-laws of Hong Kong shall be eligible to apply for admission and be admitted as a Group Member or a Permanent Group Member of the Association.
11. Subject to the provisions of Articles 37 and 81(c),
- (a) Permanent Members and Basic Members shall be entitled to receive notice of and to attend and vote at general meetings of the Association, and
  - (b) Associate Members, Permanent Associate Members, Group Members and Permanent Group Members may attend general meetings of the Association upon receiving such notice but shall not be entitled to vote at general meetings of the Association.
12. Every application for membership of the Association shall be made in writing in such form as the General Committee shall from time to time prescribe and shall be signed by the applicant and by one proposer who must be a member of the Association. The applicant shall specify in the application form the group of membership applied for.
13. (a) Regulations regarding the membership fees of the Association shall be submitted for approval before the Members in general meeting.
- (b) The financial year for the annual subscription fee shall be decided by the General Committee. The annual subscription fee shall be payable by the Basic Members, Associate Members and Group Members within the time specified in the notices to payment issued by the Association.
  - (c) Permanent Members, Permanent Associate Members and Permanent Group Members, upon payment of the fees payable for admission as such, shall not be liable to pay any annual subscription fee.
14. Every application for Membership shall be considered first by the General Committee, and if the application is approved by them, the applicant will become a Member upon payment of its entrance fee and first annual subscription fee or lump sum subscription fee (as the case may be). The General Committee shall have full power to refuse any application for Membership without giving any reason.



15. Each Member, being a firm, corporation or association, shall register with the Association as its registered representative a person who holds a responsible post in the organisation of such Member. The registered representative of an Associate Member or a Permanent Associate Member shall not be entitled to vote at general meetings of the Association.
16. Any Member or member of the General Committee whose annual subscription is unpaid after it has become due and remains unpaid for two months from the date when notice by registered post of the same shall have been given by the Association to it, shall cease ipso facto to be a member of the Association, shall forfeit all rights in and claims upon the Association and shall be obliged to settle the unpaid annual subscription, but may be reinstated at the discretion of the General Committee on payment of all arrears.
17. Any Member desiring to withdraw from the Association shall give two months' notice in writing to the Association of its intention so to do, and such Member shall be liable to pay the annual subscription for that year. A Member who shall withdraw from the Association shall forfeit all rights in and claims on the Association.
18. (a) If any Member shall wilfully refuse to comply with the provisions of these Articles or bye-laws of the Association or shall be guilty of any conduct unworthy of a respectable merchant or likely to be injurious to the Association or shall in the opinion of the General Committee no longer hold the necessary qualifications for Membership as provided in paragraphs (c), (d) and (e) of Article 10, as the case may be, the General Committee may by resolution passed at a special meeting of the General Committee by a majority of at least three quarters of all the members of the General Committee at the date of the resolution, expel such Member from the Association and may remove it from any office held by it in the Association, and  
  
(b) In the case of misconduct on the part of the registered representative of a Member, the General Committee may by resolution passed at a special meeting of the General Committee by a majority of at least three quarters of all the members of the General Committee at the date of the resolution, call upon such Member to change its registered representative:  
  
provided that at least 7 days before the meeting at which such resolution mentioned in (a) and (b) above is passed the Member who is affected thereby shall be notified in writing and be entitled to attend at that meeting to give any explanation or defence, in writing or verbal, which it may think fit.  
  
The Association shall send any Member who has been expelled under this Article a notice of expulsion by registered post. Such Member shall have a right of appeal to the Members in general meeting. A Member having been expelled may within 14 days of receiving the notice of expulsion, request the

General Committee in writing to call a general meeting of the Association at a date the General Committee may think fit for the members to consider his appeal. The expulsion may be annulled by the Members in general meeting by way of a special resolution.

A Member expelled under this Article shall forfeit all rights in and claims upon the Association.

### **General Meeting**

19. Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. The General Committee or the Executive Committee may, if they think fit, call a general meeting. If the members of the General Committee or the Executive Committee are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance. If they do not call a general meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.
20. The above-mentioned general meetings shall be called annual general meetings; all other general meetings shall be called extraordinary general meetings. If the General Committee proposes to call an extraordinary general meeting to amend these Articles, the proposed amendment(s) shall require the approval of at least two-thirds of all the members of the General Committee by ballot.
21. Any 15 members of the General Committee may, whenever they think fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on the requisition in writing of not less than 50 Members of the Association or on such requisition as provided by Section 566 of the Ordinance. Members requesting such a meeting must give notice specifying their intention of doing so.
22. Each Member may be represented by only one registered representative who shall bring with him the attendance card to be issued by the Association. An attendance card together with the notice of the meeting shall be sent to each Member by the Association by pre-paid post.

### **Notice of General Meetings**

23. Subject to the provisions of Section 571 of the Ordinance relating to annual general meetings and subject to the provisions of Section 564 of the Ordinance

relating to special resolutions, all meetings of Members shall be called by not less than 21 days' notice in accordance with Section 572 of the Ordinance (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which 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 given in manner hereinafter provided, or in such other manner, if any, as may be prescribed by the Association in general meeting to such persons as are under the regulations of the Association entitled to receive notices from the Association.

24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at any meeting.

### **Proceedings at General Meetings**

25. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheet, and the ordinary report of the General Committee and auditors, the appointment of the auditors, and the fixing of the remuneration of the auditors.
26. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the quorum for any general meeting shall be 50 Members present personally or by proxy or by representative.
27. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
28. The President of the Association shall preside as chairman at every general meeting of the Association.
29. If at any general meeting the President of the Association is not present, one of the Vice-Presidents shall take the chair in his place, and if the President and all the Vice-Presidents shall not be present within 15 minutes after the time appointed for the meeting, a member of the General Committee present, if any, or if none, any Member present, may be elected to be chairman of that meeting.
30. The chairman may, (and shall if so directed by the meeting), adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10

days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

31. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded (before or on the declaration of the result of the show of hands) :-
  - (a) by the chairman; or
  - (b) by at least 2 voting Members present in person or by proxy; or
  - (c) by any voting Member or voting Members present in person or by proxy representing at least 5% of the total voting rights of all the Members having the right to vote at the meeting.

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

32. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
33. If a resolution is put to vote by ballot at the request of two Members as hereinbefore provided the proceeding shall be decided by the chairman presiding at the meeting.
34. No Member except with the permission of the chairman may address the meeting for more than 3 minutes at a time.
35. The quorum for an extraordinary general meeting convened by 15 members of the General Committee or 50 Members shall be 75 Members present. The quorum for an extraordinary general meeting convened by the General Committee shall be 50 Members present personally or by proxy or by representative.
36. No ordinary resolution passed in general meeting may be revoked or amended unless a resolution to revoke or amend the same has been passed by a general meeting by a majority of not less than two-thirds of the Members present at the meeting at which such resolution is passed. No amendment or revocation of a resolution shall retrospectively invalidate or nullify any prior act done in pursuance of such resolution.

#### **Votes of Members**

37. Subject to Article 11(b), each Member shall be entitled to one vote at any general

meeting of the Association but no Member shall be entitled to attend or vote at any meeting of the Association unless one month before the date of any such meeting all subscription and other moneys due and payable by such Member shall have been paid and unless such Member shall have been a Member for more than 6 months before such meeting.

38. Apart from its registered representative, a Member may by proxy appoint another person to attend and vote at any general meeting of the Association on its behalf.
39. The person attending any general meeting of the Association on behalf of a Member whether as registered representative or proxy shall bring along with him the attendance card issued for such meeting by the Association and shall produce the same to officials of the Association for inspection.
40. The instrument appointing a proxy shall be deposited at the registered office of the Association not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
41. Every instrument appointing a proxy shall be in such form as the General Committee shall from time to time approve.

#### **The General Committee**

42. There shall be a General Committee to conduct and manage the affairs of the Association. Unless the Association shall otherwise decide, the number of members of the General Committee shall be proposed by the Election Committee and approved by the General Committee and shall be not less than 80 and not more than 120.
43. The term of office of members of the General Committee shall be 3 years and shall be subject to rotation and renewal. Upon the expiry of a term, one-third of all serving members of the General Committee shall retire accordingly and the remaining two-thirds shall remain in office for the next term. Of the said members of the General Committee to remain in office, the serving Vice-Presidents of the Association (regardless of whether they have completed 3 terms as Vice-President) and the member of the General Committee who is the member of the Legislative Council of Hong Kong returned by its Industrial (Second) functional constituency shall remain in office unconditionally, whereas the remaining members of the General Committee to remain in office shall only do so if they meet the criteria set by the General Committee from time to time, including:--
  - (a) At the date of the beginning of the next term of the General Committee, the member of the General Committee in question is below the age of 80; and

(b) The member of the General Committee in question has an attendance rate of at least 30% in all meetings of the General Committee held during the current term.

(together the “Qualifying Criteria”)

44. The quota for members of the General Committee retiring at the end of each term shall be filled firstly by those who retire voluntarily and those who fail to meet the Qualifying Criteria, then by those who have been the longest in office since their last election. If multiple members of the General Committee have served the same length of time in service, the last places in the said quota shall be determined by lot.
45. Retiring members of the General Committee who meet the Qualifying Criteria shall be eligible for re-election to the next term of the General Committee.
46. In the event of any person who has been elected to become a member of the General Committee declining to accept office as a member of the General Committee, or in the case of a casual vacancy occurring in the General Committee such that there are less than 80 members of the General Committee, such vacancy shall be filled by a person to be elected by the Members in an extraordinary general meeting. The person so succeeding to office in the General Committee shall be subject to retirement at the same time as if he had become a member of the General Committee on the day on which the member of the General Committee whose vacancy he is filling was last elected.
47. No member of the General Committee shall be entitled to receive any remuneration from the Association for its services rendered to the Association as such member of the General Committee.
48. A retiring member of the General Committee shall act throughout the meeting at which he retires.
49. In the event of any member of the General Committee having been absent from three consecutive meetings without prior notice to the General Committee, the General Committee may direct a letter to be sent to such member requiring an explanation for such absence.
50. (a) If a Permanent Member, Basic Member, Group Member or Permanent Group Member been a Member for at least 3 years continuously, the registered representative of such Member is eligible for election as a member of the General Committee.  
(b) Starting from the fifteenth day after the date of the Association’s announcement of the Election Day, a Member (not being an individual) shall not change its registered representative.  
(c) Where a registered representative of a Member is elected a member of the

General Committee, that Member is not entitled to appoint another person as its registered representative for the purpose of whether replacing the person so appointed in the place of that registered representative as a member of the General Committee or enabling the person so appointed to attend any meeting of General Committee in the place of that registered representative or otherwise. Provided that:-

(i) nothing in this regulation contained shall restrict the right of the member to remove that registered representative as its registered representative or to appoint registered representative whether in the place of that registered representative but in the event of that registered representative being removed, that registered representative shall cease to be a member of the General Committee, and

(ii) a member of the General Committee may not appoint another person to attend any meeting of the General Committee as his representative and on his behalf.

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

52. Without prejudice to the general powers conferred by the last preceding Article, and to the other powers conferred by these presents, it is hereby expressly declared that, subject to the provisions of these Articles, in furtherance of the objects of the Association, but not otherwise, the General Committee shall have the following powers:-

(a) To buy and sell in currency or stock markets for investment purposes, issue debentures, bonds, or obligations of the Association at any time, in any form or manner, and for any amount and to raise or borrow for the purposes of the Association any sum or sums of money either upon mortgage or charge on any of the property of the Association or on bonds or debentures or otherwise, as it may think fit. These powers shall only be exercised with prudence and in a reasonable manner.

(b) To engage solicitors, barristers-at-law and other agents for the affairs of the

Association.

- (c) From time to time to make, alter and repeal all such bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Association, and in particular, but not exclusively it may by such bye-laws regulate:-
  - (i) the granting of honorary awards to persons, including Members of the Association, in connection with competitions, functions or activities of or sponsored or promoted by the Association but so that no pecuniary awards of any kind or any other awards of any kind that would contravene Article 6 shall be given to any Member of the Association.
  - (ii) the employment of senior administrative staff of the Association.
  - (iii) the salary or wages of the employees of the Association.
  - (iv) the expenditure of the moneys of the Association.
  - (d) To appoint, dismiss and remunerate staff or Members of the Association in return for any services actually rendered to the Association.
  - (e) To delegate in writing any of its powers to such person or persons and to such committee or committees, as the General Committee shall consider expedient and to revoke any such delegation.
- 53. The General Committee shall hold not less than six meetings every calendar year. The President shall convene the meeting. The President may permit or invite any person or persons to attend at any meeting of the General Committee but such person or persons shall not be entitled to vote. No person or persons other than members of the General Committee shall be entitled to inspect any document or minutes of the General Committee without the prior consent of the President.
- 54. 30 members of the General Committee shall be a quorum for a meeting of the General Committee. A member of the General Committee having direct or indirect financial interest or other forms of interest in the matter under discussion shall not be counted in the quorum and is not entitled to vote.
- 55. The General Committee shall have one Chairman as well as not less than six and not more than ten Vice-Chairmen. The Chairman and Vice-Chairmen of the General Committee shall respectively be the President and Vice-Presidents of the Association.
- 56. (a) No person shall be eligible to be the President of the Association unless:-
  - (i) he personally has resided in Hong Kong for more than 7 years, has held the position of at least that of a manager in any firm or company during the said period, and has served on the General Committee in his capacity as the registered representative of any Member which is not an individual person



for four terms, during which he has held the position of Vice-Chairman for at least two terms, and

(ii) if at the time of election to the office of the President of the Association he serves on the General Committee in his capacity as the registered representative of a Member, the Member of which he is the registered representative has been a Member for over 10 years.

(b) The qualifications required of the President in paragraph (a)(i) of this Article are his personal qualifications. Any person who has the said required personal qualifications and who is serving on the General Committee in his capacity as the registered representative of a Member who is not an individual person, is eligible to be elected to such office, subject to any other or further provisions relating to such office as are contained in these Articles.

57. (a) No person shall be eligible to be a Vice-President of the Association unless:--

(i) he personally has resided in Hong Kong for more than 7 years, has held the position of at least that of a manager in any firm or company during the said period, and has served as a member of the General Committee in his capacity as the registered representative of any Member which is not an individual person, and

(ii) if at the time of election to the post of Vice-President of the Association he serves on the General Committee in his capacity as the registered representative of a Member who is not an individual person, the Member of which he is the registered representative has been a Member for over 6 years.

(b) The qualifications required of a Vice-President in paragraph (a)(i) of this Article are his personal qualifications. Any person, who has the said required personal qualifications and who in his capacity as the registered representative of a Member who is not an individual person is eligible to be elected to such office, subject nevertheless to any other or further provisions relating to such office as are contained in these Articles.

(c) No person shall be eligible to be an Executive Vice-President of the Association unless:--

(i) he has the qualifications required of a Vice-President of the Association; and

(ii) if at the time of election to the post of Executive Vice-President of the Association, he has held the position of Vice-Chairman for at least one term.

58. (a) The President of the Association shall have full executive powers in the management of all affairs of the Association subject nevertheless to any

regulations of these Articles and to any directions as may from time to time be prescribed by the General Committee. The President shall represent the Association in all external affairs. He shall sign all documents and certificates to be issued by the Association but may authorise in writing from time to time such member or members of the General Committee and the staff members of the Association to sign such documents and certificates. The Vice-Presidents shall assist the President in his duties. In the event of the President vacating office, the Executive Vice-President shall become President for the residue of the term of office and the General Committee shall elect one of the Vice-Presidents as the new Executive Vice-President according to Article 57.

(b) If the President shall be on leave, the Executive Vice-President shall act in his place during his absence; as between the Vice-Presidents, the one who is first named shall have priority to act. If both the President and the Executive Vice-President is not available, one of the remaining Vice-Presidents shall act and as between the Vice-Presidents, the one who is first named shall have priority to act.

59. (a) The General Committee shall within 2 weeks after its election elect by ballot from its members the President of the Association; within 30 days from its members the Vice-Presidents of the Association, and from the Vice-Presidents the Executive Vice-President of the Association (who is also the chairman of the Finance Standing Committee) and the chairman of the General Affairs Standing Committee. A candidate of any of the above elections shall be validly elected only if he has obtained over half of the votes of the members of the General Committee present at the election. The Election Committee shall provide for election mechanisms in the rules they devise under Article 79(b) where there are no candidate obtaining over half of the votes.

(b) There shall be two Standing Committees established under the General Committee that are responsible for the financial and general administrative matters of the Association, namely:-

(i) the General Affairs Standing Committee

(ii) the Finance Standing Committee.

The chairmen of the Standing Committees shall be elected in accordance with paragraph (a) of this Article.

(c) The General Committee may from time to time appoint and delegate in writing any of its powers to or withdraw any of its powers so delegated from, and decide upon the duties of such Committees (not being the Standing Committees) as the General Committee shall consider expedient and may from time to time revoke the appointment of any such Committee or any member thereof.

(d) Members of each Standing Committee and each Committee shall generally

not exceed 15 persons who may be appointed by the General Committee from the Members on the nomination of the chairman of the Standing Committee or Committee concerned. The chairman of each Standing Committee or Committee may from time to time co-opt such additional members of the Association to his or her Standing Committee or Committee, but the General Committee may from time to time revoke the appointment of any member of any Standing Committee or Committee.

- (e) In the event of the chairman of a Standing Committee or Committee vacating office for any reasons whatsoever, the General Committee may appoint a member of the Executive Committee, the President or one of the Vice-Presidents to fill up such vacancy.
  - (f) No person shall be appointed the chairman of a Standing Committee or Committee unless:--
    - (i) he personally shall have served for at least one term on the General Committee in his capacity as a registered representative of any Member which is not an individual person; and
    - (ii) he serves on the General Committee in his capacity as the registered representative of a Member which has been a Member for over 4 years.
60. No person shall hold the office of the President or Executive Vice-President for more than one term. No person shall hold the office of Vice-President (not being the Executive Vice-President) for more than 3 terms, whether or not consecutively. No person shall hold the office of the chairman of each Standing Committee or Committee for more than 3 terms, whether or not consecutively. No person appointed to represent the Association in any committee other than those of the Association shall hold the position for more than 3 terms, whether or not consecutively. For the purpose of this Article, a term shall be for the period of three years and shall not include any residual term or period to which a person succeeds to the office of the President or Executive Vice-President or other Vice-President or the chairman of a Standing Committee by virtue of Article 58 or Article 59, or fills in a casual vacancy occurring in such positions in any other event, that is less than two-thirds of a term.
61. The General Committee may, according to the requirements from time to time, appoint an Executive Committee and such Committee as it shall think fit and delegate in writing any of its powers to such Committee consisting of such members of its body or other Members, and may, from time to time, revoke such delegation or revoke the appointment of any such Committee or any member thereof. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the General Committee. All Committees so formed shall automatically be dissolved at the expiry of the term of office of the members of the General

Committee during whose term of office such Committees are appointed.

62. Where there are more than 30 Members who are of the same industry or trade, these Members may request the General Committee to appoint an industry or trade committee in respect of that particular industry or trade and one of these Members shall be the convener of such committee. The convener of such industry or trade committee shall be entitled to attend and address the meetings of the General Committee, but shall not be entitled to vote. The procedure relating to the creation of such industry or trade committee and its convener and its function shall be decided by the General Committee, but so that the function of an industry or trade committee so appointed under this Article shall be of advisory nature only and not otherwise.
63. The function of all Committees appointed under these Articles is of advisory nature for the purpose of making suggestions to the General Committee or the Executive Committee, unless the General Committee shall otherwise decide.
64. Any member of the General Committee who desires to introduce any resolution not on the agenda of a meeting of the General Committee shall give the Association notice thereof at least 4 days prior to the meeting, provided that a resolution may be put forward without notice if such resolution is proposed by two such members present at the meeting.
65. Except otherwise provided in these Articles, the General Committee may arrange its meetings for the despatch of business and may adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
66. Upon the request in writing of 10 members of the General Committee or of 50 members of the Association, the President shall within 14 days from the receipt of such request convene a special meeting of the General Committee. A quorum for such a meeting shall be 30 members of the General Committee. No resolution shall be deemed passed unless passed by a majority of not less than three-fourths of members present and voting. Members requesting such a meeting must state in writing the objects of the meeting.
67. A meeting of the General Committee may at any time be convened by the President.
68. Questions arising at any meeting of the General Committee shall, save and except as herein otherwise provided, be decided by a majority of votes, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote. Unless a poll is demanded by two members of the General Committee present, all resolutions put to the vote shall be decided on a show of hands, and a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of the

fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. A resolution passed by the General Committee cannot be amended or revoked unless the resolution amending and revoking such resolution is passed by at least two thirds of the members of the General Committee present and voting at the meeting of the General Committee at which the resolution amending or revoking such resolution is passed but so that no amendment or revocation of such resolution shall retrospectively invalidate or nullify any prior act done in pursuance of such resolution.

### **Executive Committee**

69. The provisions in Articles 69 to 75 shall apply if the General Committee appoints an Executive Committee.
- (a) If the General Committee appoints an Executive Committee, it shall do so by conducting an election. Not more than one-third of its members for the time being shall form an Executive Committee.
  - (b) No person shall be elected as a member of the Executive Committee unless:--
    - (i) he personally shall have served for at least one term on the General Committee in his capacity as a registered representative of any Member which is not an individual person; and
    - (ii) if at the time of election of members of the Executive Committee he serves on the General Committee in his capacity as the registered representative of a Member which is not an individual person, the Member of which he is the registered representative has been a Member for over 4 years.

The qualifications required of such person as provided in (i) above are his personal qualifications.
  - (c) If there are not sufficient persons qualified as aforesaid, then the other persons serving on the General Committee may be elected to serve on the Executive Committee.
70. The powers, duties and functions of the Executive Committee shall be such as the General Committee may from time to time delegate in writing. The General Committee may from time to time and at any time revoke any of the powers, duties and functions delegated to the Executive Committee.
71. (a) The Executive Committee shall hold not less than six meetings in every calendar year. The President of the Association may convene a meeting of the Executive Committee at any time.
- (b) Upon the request in writing of 5 members of the Executive Committee, the President of the Association shall within 7 days from the receipt of

such request convene a meeting of the Executive Committee. Members requesting such a meeting must state in writing the objects of the meeting. Unless a quorum of one-half of the number of the members of the Executive Committee is present, the meeting shall be dissolved and the proposal be cancelled.

72. Unless otherwise provided herein one-third of its members shall be a quorum at the meetings of the Executive Committee. A member having direct or indirect financial interest in the matter under discussion is not to be counted in quorum and is not entitled to vote.
73. Questions arising at any meeting of the Executive Committee 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. A resolution passed by the Executive Committee cannot be amended or revoked unless the resolution amending and revoking such resolution is passed by at least two thirds of the members of the Executive Committee present and voting at the meeting of the Executive Committee at which the resolution amending or revoking such resolution is passed but so that no amendment or revocation of such resolution shall retrospectively invalidate or nullify any prior act done in pursuance of such resolution.
74. In the event of any member of the Executive Committee having been absent from three consecutive meetings without prior notice to the Executive Committee, the Executive Committee may direct a letter to be sent to such member requiring an explanation for such absence. Members of the Executive Committee are not entitled to appoint proxy or representative to attend meetings of the Executive Committee.
75. Subject to Article 70 hereof, all resolutions passed by the Executive Committee have to be first confirmed by the General Committee before the same shall take effect.

#### **Disqualification of Members of Committees**

76. The office of the President, a Vice-President, and a member of the General Committee or Executive Committee shall ipso facto be vacated:
  - (a) If the member becomes bankrupt or becomes prohibited from being a member of committee or a director by reason of any disqualification order made under Part IVA of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) or is wound up enters into compositions or schemes of arrangement with his or its creditors.
  - (b) If the member ceases to be a member of the Association.
  - (c) If by notice in writing to the Association the member resigns.

- (d) If the member is removed by an ordinary resolution of a general meeting of the members of the Association. An extraordinary general meeting for the above purpose shall be validly held only if it is called pursuant to Articles 21 and 35 and as required by the Ordinance.
- (e) If the member is deemed to have voluntarily resigned under these Articles.
- (f) Where the member is elected in his capacity as the registered representative of a Member which is not an individual person, if he is removed by that member as its registered representative or if that Member ceases to be a member of the Association.

**Honorary Presidents, Honorary Advisors,  
and members of the General Committee**

- 77. (a) The General Committee may appoint any ex-President to be a Permanent Honorary President, and any ex-Vice-President who has served 3 terms as Vice-President or any person that has made special contributions to the Association to be an Honorary President or Honorary Advisor of the Association. A Permanent Honorary President, Honorary President or Honorary Advisor shall be entitled to attend as an observer and advise the meetings of the General Committee and the Executive Committee but he shall not have the power to vote, provided that a person so appointed under this regulation as an Permanent Honorary President or Honorary President or Honorary Advisor shall not qualify to be elected as a member of the General Committee.
  - (aa) A Permanent Honorary President shall ipso facto be a member of the Consultative Committee. The convenor of the Consultative Committee shall be the immediate ex-President of the Association. The General Committee may consult the Consultative Committee on any issues, and the Consultative Committee may advise the General Committee on any issues.
  - (b) The General Committee may appoint any past member of the General Committee who has served 3 terms as a member of the Executive Committee or 5 terms as a member of the General Committee to be an Honorary General Committee Member of the Association. An Honorary General Committee Member shall be entitled to attend as an observer the meetings of the General Committee but they shall not have the power to vote, provided that a person so appointed under this regulation as an Honorary General Committee Member shall not qualify to be elected a member of the General Committee.
  - (c) The term of office of an Honorary President or Advisor or Honorary General Committee Member shall be the same as the term of office of the General

Committee which appointed them. When the term of office of an Honorary President or Honorary Advisor or Honorary General Committee Member expires, he may be re-appointed by the General Committee.

78. (a) A Permanent Honorary President, Honorary President, Honorary Advisor or Honorary General Committee Member shall hold office as such in his personal capacity. Their offices shall ipso facto be vacated in the events occurring under paragraphs (a), (c), (d) or (e) of Article 76.
- (b) Permanent Honorary Presidents, Honorary Presidents, Honorary Advisors or Honorary General Committee Members must be appointed by the General Committee.

### **Election**

79. (a) The elections of the President, Vice-Presidents, members of the Executive Committee, members of the General Committee, chairman of the General Affairs Standing Committee and the Executive Vice-President cum chairman of the Finance Standing Committee shall take place every 3 years. Arrangements and affairs of the election shall be managed by the Election Committee.
- (b) The Election Committee shall consist of such persons from the outgoing members of the General Committee approved by the General Committee. It shall be formed to make all arrangements for the elections of the incoming members of the General Committee and ensure that the elections are conducted in a fair, just and open manner and in accordance with the provisions of these Articles. The rules of election for the next election shall be made in accordance with these Articles by the Election Committee and approved and adopted by the outgoing members of the General Committee. If the General Committee later seeks to amend said rules, the contents of such amendments shall require the approval of at least two-thirds of all the members of the General Committee by ballot, and the General Committee shall not be obliged to consider any such amendments that have been proposed less than 1 month before the Election Day.
- (c) The chairman of the Election Committee shall be the chairman of the outgoing General Committee.
80. The rules for the election shall specify the following:-
- (i) manner of elections of the President, the Executive Vice-President cum chairman of the Finance Standing Committee, Vice-Presidents, members of the Executive Committee, members of the General Committee, and chairman of the General Affairs Standing Committee;



- (ii) quota and qualification requirements of the Members eligible to participate in elections, including those of nominators and nominees; and
  - (iii) the relationship between the election results and the ranking of the elected members on the name list of members of the General Committee.
81. (a) Members of the General Committee shall be the basic members of the Association and all elections shall start from the election of the General Committee. The General Committee member election shall be a competitive election and the difference ratio of the number of candidates to the number of vacancies in the election shall be proposed by the Election Committee and approved by the General Committee, save that it shall not be less than twenty percent. If the number of nominated candidates for the General Committee member election exceeds the quota for candidates, the Candidate Selection Committee shall conduct a primary election among the nominees to determine the candidates to the General Committee member election. The Candidate Selection Committee shall consist of all Permanent Honorary Presidents and the members of the Election Committee and be chaired by the Chairman of the outgoing General Committee.
- (b) The Election Committee shall announce to all Members, nominators and nominees the rules, date, time and voting method of the General Committee member election at least one month before the date of the General Committee member election.
- (c) No Member shall be entitled to vote at any election unless prior to the date of the election, he shall have been a Member for more than 1 year and shall have duly paid all entrance fees, subscription fees and any other moneys due and payable by him to the Association. No Member shall be entitled to stand as a candidate in any election unless prior to the date of the election, he shall have been a Member for more than 3 years and shall have duly paid all entrance fees, subscription fees and any other moneys due and payable to the Association on account of such Membership.
- (d) A voting ticket shall be sent out by pre-paid post to each Member entitled to vote by a date stipulated by the Election Committee. The voter shall return his voting ticket in a manner and on such date stipulated by the Election Committee to the registered office of the Association, otherwise such voting tickets shall be void and not be counted.

### **Minutes**

82. The General Committee shall cause minutes to be duly entered in the books provided for the purpose:-

- (a) Of the names of the members present at each meeting of the General Committee.
  - (b) Of orders made by the General Committee,
  - (c) Of all resolutions and proceedings of general meetings and of meetings of the General Committee.
  - (d) Of all appointments of the executives of the Association.
83. The Executive Committee shall cause minutes to be duly entered in the books provided for the purpose:-
- (a) Of the names of the members present at each meeting of the Executive Committee.
  - (b) Of all its resolutions and proceedings.

#### **The Seal**

84. The chairman of the Finance Standing Committee shall provide for the safe custody of the seal of the Association which shall not be affixed to any instrument except by the authority of a resolution of the General Committee and shall provide for the safe custody of title deeds, cheques and documents of title relating to the assets of the Association.
85. All deeds or instruments requiring the seal of the Association shall be signed by the President, one of the Vice-Presidents of the Association and the chairman of the General Affairs Standing Committee or the chairman of the Finance Standing Committee or such other person or persons as the General Committee shall from time to time appoint.

#### **Authentication of Deeds and Documents**

86. All cheques drawn on the Association's banking account and all orders for payment, promissory notes and other negotiable instruments made or issued by the Association and all contracts and instruments entered into by the Association shall be signed by the President or one of the Vice-Presidents of the Association or the chairman of the General Affairs Standing Committee or the chairman of the Finance Standing Committee. In case the aforesaid members have temporarily left Hong Kong or are physically unable to perform such duties, the General Committee shall appoint 2 members of the General Committee to act accordingly. Other documents shall be signed by the President or by one of the Vice-Presidents in the absence of the President. All contracts, payment vouchers and cheques up to the amount of HK\$50,000 shall be signed by at least two

persons who shall have been duly authorised by the General Committee for the time being.

### **Management of the Association's Properties and Financial Affairs**

87. The Association's expenses shall be drawn from the following:--
  - (a) Member's entrance fees and annual subscriptions.
  - (b) Income and donations from other services and undertakings.
  - (c) Members' donations and other income.
88. The General Committee shall once in every year approve a budget of the Association for the following year.
89. All special expenditure or expenses for any non revenue producing business undertaken by the Association exceeding \$500,000.00 shall have to be authorised by a resolution of the General Committee.
90. In furtherance of the objects of the Company, but not otherwise, the General Committee may by a resolution passed in a meeting apply the moneys of the Association in the following manners:--
  - (a) To deposit with any bank or banks of good standing and duly registered with the appropriate authorities at a reasonable rate of interest.
  - (b) To invest in the purchase of any land, building and tenement.
  - (c) To invest in the stock market or financial market.

Proper books shall be kept by the General Committee with detailed accounts and records in connection with each investment.
91. The General Committee shall not be responsible for any loss in any investment. It shall exercise its powers in accordance with these presents in managing and dealing with the properties and other assets of the Association.

### **Accounts**

92. The chairman of the Finance Standing Committee shall cause true accounts to be kept:-
  - (a) Of the Association's receipts and payments and the matters in respect of which such receipts and payments arise.
  - (b) Of the assets and liabilities of the Association.
  - (c) Of all sales and purchases of goods by the Association.

- (d) Of all other matters necessary for showing the true and fair view of the state of the Association's financial position and to explain its transactions.
93. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure 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.
  94. The books of accounts shall be kept at the registered office of the Association or subject to section 374 of the Ordinance, at such other place or places as the General Committee thinks fit.
  95. The General Committee shall from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Association, or any of them, shall be opened to the inspection of Members, and no Member, save and except members of the General Committee, shall have any right of inspecting any account or book of the Association, except as conferred by Ordinance or authorised by the General Committee or by a resolution of the Association in general meeting.
  96. At the Annual General Meeting in every year, the General Committee shall lay before the meeting an income and expenditure account and a balance sheet, containing a summary of the property and liabilities of the Association made up to a date not more than 9 months before the meeting, from the time when the last preceding account and balance sheet were made up, and such balance sheet and account shall comply with the provisions of Sections 429 to 431 of the Ordinance.
  97. The General Committee must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices. Every such account and balance sheet shall be accompanied by a report of the General Committee and an auditor's report as to the state and condition of the Association and the account, report and balance sheet shall be signed by the President or one of the Vice-Presidents and at least by one other member of the General Committee.
  98. A printed copy of such account, balance sheet and report shall be sent to each Member 21 days previously to the Annual General Meeting.

#### **Audit**

99. 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 auditors.

100. The Association at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting, and their appointment, remuneration, rights and duties shall be regulated by Part 9 Division 5 of the Ordinance.
101. Every account of the Association when audited and approved by a General Meeting, shall be conclusive except as regards any error discovered therein within 3 months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected, and thenceforth shall be conclusive.

### **Notices**

102. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such Member at his registered place of address or alternatively by fax or email.
103. Any notice required to be given by the Association to the Members, or any of them, unless otherwise provided by these presents, shall be deemed to have been sufficiently given if advertised in two or more of the daily newspapers approved for the purpose of the Transfer of Business (Protection of Creditors) Ordinance.
104. Any notice by a Court of law or otherwise, required or allowed to be given by the Association to the Members or any of them by advertisement, shall be sufficiently advertised if advertised once in two or more of the daily newspapers approved for the purpose of the Transfer of Businesses (Protection of Creditors) Ordinance.
105. Any notice sent by post shall be deemed to have been duly served on the day following that on which the letter or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and sent to the post office. A certificate in writing signed by the secretary or other staff members of the Association, that the letter, envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

### **Winding-up**

106. Every Member undertakes to contribute to the assets of the Association, in the event of its being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association

contracted before he ceases to be a Member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding the sum of two hundred dollars.

107. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 6, such institution or institutions to be determined by the Members before the time of dissolution or in default thereof by a judge of the High Court of Hong Kong, having jurisdiction in regard to charitable funds and if so far as effect cannot be given to the aforesaid provisions then to some charitable object.

#### **Indemnity**

108. Subject to the provisions of the Ordinance, every past and present member of the General Committee, and every past and present staff members shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings related to the Association, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 904 of the Ordinance in which relief is granted to him by the Court, provided that none of the funds or assets of the Association shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

#### **Management Committee/Incorporated Management Committee**

109. (a) The General Committee shall, in accordance with the provisions of the Education Ordinance, set up for each school established or carried on by the Association a management committee or an incorporated management committee established under the Education Ordinance. Subject to the provisions of the Education Ordinance, the members of the management committee or the incorporated management committee may be appointed or elected either for a fixed term or without limitation as to the period for which each of them is to hold office, and the nominees shall make application to the Permanent Secretary for Education for registration as managers under the provisions of the Education Ordinance.
- (b) Subject to the provisions of the Education Ordinance, the General

Committee may remove or dismiss a member of a management committee from office. For an incorporated management committee, the vacation of office of managers shall be in accordance with the procedures stipulated in the Education Ordinance. The Supervisor of a school shall, within one month, give notice in writing to the Permanent Secretary for Education if any member ceases to be a manager of the school.

(c) The General Committee or the management committee shall nominate in accordance with the provisions of the Education Ordinance another member to replace a member of a management committee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Permanent Secretary for Education for registration as a manager under the provisions of the Education Ordinance. For an incorporated management committee, a member shall be appointed or elected as appropriate in accordance with the provisions of the Education Ordinance to replace a member who has been removed or dismissed or whose term of office has expired.

(d) A member of a management committee may be but need not necessarily be a member of the General Committee. The composition of an incorporated management committee shall comply with the provisions of the Education Ordinance.

110. It shall be the special responsibility of a management committee or an incorporated management committee to manage the school in accordance with the Education Ordinance, and in all respects to the satisfaction of the Permanent Secretary for Education.
111. No member of a management committee or an incorporated management committee shall be entitled to receive any remuneration for services rendered as such member of the management committee or incorporated management committee.

#### **Amendment of the Articles**

112. No addition, alteration or amendment shall be made to or in these Articles of the Association, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance. Furthermore, no addition, alteration or amendment shall be made to or in these Articles of the Association in so far it relates to the objects of the Association, the criteria and conditions of membership of the Association, or the eligibility of members of the body to vote at a general meeting of the Association, unless such addition, alteration or amendment has been approved in writing by the Secretary for Constitutional and Mainland Affairs.

113. Articles 6, 7 and 112 of these Articles contain conditions on which a licence is granted to the Association in pursuance of Section 104 of the Ordinance.

**Saving**

114. None of the President, Executive Vice-President, other Vice-Presidents, chairmen of the Standing Committees, members of the Executive Committee and members of the General Committee in charge of the properties of the Association, whose terms of office have not expired at the date when these Articles are adopted, shall become disqualified by reason only of these Articles being adopted but they shall be entitled to remain in office until the expiry of their terms as if these Articles had not been adopted.



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

Names, Addresses and Descriptions of Subscribers	
<p>CHU SHEK LUN 2 Mok Cheong Street Kowloon.</p>	Manufacturer
<p>JOHN TUNG 345 Prince Edward Road, 2nd floor, Kowloon.</p>	Manufacturer
<p>ERNEST C. WONG 1067 Tung Choi Street, Kowloon.</p>	Manufacturer
<p>溫 達 明 (WAN TAT MING) No. 11A Dianthus Road, Kowloon.</p>	Manufacturer
<p>K. LAM 53 Cumberland Road, Kowloon Tong.</p>	Manufacturer
<p>C. L. HSU (HSU CHI LIANG) No. 27 Blue Pool Road, Hong Kong.</p>	Manufacturer
<p>岑 載 華 (SHUM CHOY WAH) No. 6 Taipo Road, 2nd floor, Kowloon.</p>	Manufacturer

Dated this 9th day of March 1960.

WITNESS to the above signatures:-

(Signed) C. Y. KWAN  
Solicitor,  
Hong Kong