

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

As adopted by way of a Special Resolution passed on the 2nd day of July, 2023
OF

SIR EDWARD YOUDE SCHOLARS ASSOCIATION LIMITED

尤德學者協會有限公司

1. Interpretation

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

“Annual General Meeting”	means the annual general meeting of the Members of the Association.
“these Articles”	means these articles of association of the Association.
“Associate Member”	has the meaning ascribed to it in Article 11.2.
“Association”	means the “SIR EDWARD YOUDE SCHOLARS ASSOCIATION LIMITED 尤德學者協會有限公司” .
“Association Session”	means the session beginning with the conclusion of the Annual General Meeting and expiring on the conclusion of the second anniversary of such Annual General Meeting.
“Board”	means the board of directors of the Association for the time being.
“Board Meeting”	means the meeting of the Board.
“Board Member(s)”	means the member(s) of the Board.
“Board Resolution(s)”	means the resolution(s) passed by the Board.
“Chairperson”	means the director who serves as the chairperson of the Association, the Board and the Executive Committee for the time being. In other cases, the term "chairperson" used in these Articles and not defined herein shall include the Chairperson and any other person appointed to act as the chairperson of a Board Meeting or a general meeting in accordance with these Articles.
“director(s)”	means a director for the time being of the Association.
“ Executive Committee”	means a committee setting up by the Board as refer to in Article 30.
“Fellow”	has the meaning ascribed to it in Article 11.5.
“Full Member”	has the meaning ascribed to it in Article 11.4
“ Fund Council”	means the Sir Edward Youde Memorial Fund Council of Sir Edward Youde Memorial Fund.
“General Meeting”	means a General Meeting whether annual general meeting or general meeting of the Members of the Association who by these Articles are entitled to vote at such General Meeting.
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China.

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“Honorary Member”	has the meaning ascribed to it in Article 11.3.
“Member(s)”	means any person who satisfy the eligibility for membership as stated in these Articles and whose applications have been accepted.
“ Ordinance”	means the Companies Ordinance, Chapter 622 and every other ordinance incorporated therewith, or any ordinance or ordinance substituted therefor, and in case of any such substitution the references to the provisions of the Ordinance shall be read as references to the provisions substituted therefore in the new Ordinance and including related subsidiary legislations.
“Ordinary Resolution”	means a resolution passed by simple majority of the Board.
“the Seal”	means the common seal of the Association.
“Secretary”	means any person appointed for the time being to perform the duties of the secretary of the Association.
“Sir Edward Youde Memorial Fund”	means a trust fund established under Sir Edward Youde Memorial Fund Ordinance, Chapter 1140.
“Special Resolution”	means a resolution passed by two-thirds majority of the Board. In other cases, the term "special resolution" used in these Articles and not defined herein shall have the meaning as ascribed thereto by the Ordinance and shall be passed by a majority of at least 75% of the votes cast by the Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy, at a general meeting of which not less than 14 days' notice, specifying the intention to propose the resolution as a special resolution , has been duly given.
“Treasurer”	means the director who serves as the treasurer of the Association, the Board and the Executive Committee for the time being;
“Vice-Chair”	means the director who serves as the vice-chairperson of the Association, the Board and the Executive Committee for the time being;
“Voting Member(s)”	has the meaning ascribed to it in Article 14.1.
(b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.	
(c) Words importing the singular number only shall include the plural and the converse shall also apply.	
(d) Words importing the masculine gender shall include the feminine gender and vice versa.	
(e) Words importing persons shall include corporations and vice versa.	
(f) These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.	
(g) The Model Articles for Companies Limited by Guarantee as prescribed pursuant by Schedule 3 of the Companies (Model Articles) Notice (Chapter 622H of the Laws of Hong Kong) shall not apply to the Association.	

2. Company Name

The name of the Association is “SIR EDWARD YOUDE SCHOLARS ASSOCIATION LIMITED 尤德學者協會有限公司”.

3. Registered Office

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

4. Members' Liabilities

The liability of the members is limited.

5. Liabilities or Contributions of Members

Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of One Hundred Hong Kong Dollars (\$100.00).

6. Objects

- (1) To acquire and take over all or part of the assets and liabilities of the present unincorporated body known as Sir Edward Youde Scholars Association of 12D, One Capital Place, 18 Luard Road, Wan Chai, Hong Kong.
- (2) To maintain and foster the bonds and friendship among members, local and overseas, under the Sir Edward Youde Memorial Fund.
- (3) To promote an interest to serve the Hong Kong community.
- (4) To advance and promote learning and education.
- (5) To keep regular liaison with the Sir Edward Youde Memorial Fund Council.
- (6) To conduct and aid charitable activities so as to provide relief against poverty.
- (7) To promote, advance and enhance educational and cultural development and medical benefits.
- (8) To raise funds by all available means and from all available sources in carrying out one or more of the objects of the Association.
- (9) To accept donations and endowments and to take any gift of property for any one or more of the objects of the Association.
- (10) To promote the significance of combating poverty in Hong Kong and to arouse social awareness to the same by all available means and in particular by advertising in the press, in periodicals and on radio and television, by circulars, and by publication of books, reports and pamphlets.
- (11) To arrange and organise people in Hong Kong and overseas to participate and carry out the following activities in Hong Kong in furtherance of any one or more objects of the Association :-
 - (a) investment in the basic infrastructure;
 - (b) construction of non-profit making school, hospital and elderly home;
 - (c) provision of books, equipments and student facilities to schools, colleges and universities;
 - (d) vocational, scientific, technical and other educational programs;
 - (e) relief of human sufferings of the poor, the aged, the disabled, the sick, weaklings and children; and
 - (f) relief to victims of fire, food, famine, war, pestilence or other calamities.
- (12) To grant donations, scholarships, financial or material assistance and to subscribe funds to individuals and institutions for the furtherance of the Association's objects.
- (13) To co-operate, liaise with, support and exchange ideas with all relevant organizations, professional bodies, government organs and municipalities in carrying out objects of the Association.

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- (14) To make suggestions and recommendations to government or other appropriate authorities for attainment of any one or more objects of the Association.
- (15) To employ, engage or hire the professional or other services of persons whose services are considered necessary for the purposes of the Association and to pay them for their services.
- (16) To acquire by purchase, lease or otherwise any other lands, buildings, easements or property which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Association.
- (17) To manage, improve and maintain all or any part of the lands, buildings, easements and property of the Association and demise, underlet, exchange, sell or otherwise deal with and dispose of the same, either together or in portions, and for such considerations as the Association may think fit in furtherance of any one or more objects of the Association.
- (18) To sell, let, mortgage, or otherwise turn to account all or any lands, buildings, messuages or tenements of whatsoever nature or kind and wheresoever situate with a view to the promotion of the objects of the Association.
- (19) To dispose of or turn to account any goods and chattels of whatsoever nature or kind with a view to the promotion of the objects of the Association.
- (20) To borrow or raise any money required for the purpose of the Association in such manner, with or without security, as the Association shall think fit.
- (21) For the purpose of the Association, to invest and deal with the moneys of the Association, upon such investment, securities and in such manner allowed by law as may from time to time be determined.
- (22) For the purpose of the Association, to draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (23) To give any guarantees and undertakings required for the purposes of the Association.
- (24) To execute any trusts which may seem to the Association conducive to any of the objects of the Association.
- (25) To enter into any agreement with the Government or any authority whether local or otherwise that may be conducive to the objects of the Association or any of them or to obtain from Government or any such authority any rights, privileges and concessions.
- (26) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that :-

- (a) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (c) The powers set forth in the Seventh Schedule of the predecessor Ordinance (as defined in Section 2(1) of the Ordinance) are hereby excluded.

7. Application of income and property

7.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in these Articles of Association.

7.2 Subject to Articles 7.4 and 7.5 below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.

7.3 No member of the Board of the Association shall be appointed to any salaried office of the

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Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Article 7.5 below) shall be given by the Association to any member of the Board.

7.4 Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Board of the Association in return for any services actually rendered to the Association.

7.5 Nothing herein shall prevent the payment, in good faith by the Association :-

- (a) to any member of its Board of out-of-pocket expenses;
- (b) of interest on money lent by any member of the Association or its Board at a rate per year not exceeding 2% above the prime rate in Hong Kong;
- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Board;
- (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Board 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.

7.6 No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Articles 7.4 and 7.5 above.

8. Number of Members

The number of Members of the Association will not exceed 100,000.

9. First Members

The first Members of the Association shall be :-

- (1) The founder members; and
- (2) Every person who was at the date of the incorporation of the Association a member of the unincorporated association known as Sir Edward Youde Scholars Association referred to in Article 6(1) of the Articles of Association and who shall not have within 2 months from the date of incorporation given notice in writing to the Secretary that he does not desire to be a Member of the Association.

10. Application for Membership

10.1 Every application for membership shall be made in writing signed by the applicant and the nominator, if applicable, and in such form as the Board may from time to time prescribe by a Special Resolution.

10.2 Every application for membership shall be considered by the Board which may accept or refuse the application on such grounds as specified in Article 10.3 below.

10.3 Subject to the provision in Article 10.2 above, an application for membership may be refused, if in the reasonable opinion of the Board, that applicant has committed conduct which is likely to be dishonourable or injurious to the reputation and interests of the Association, or on such other grounds as may be decided from time to time by the Board.

11. Eligibility for Membership

11.1 There are 4 classes of membership namely Associate Member, Honorary Member, Full Member, and Fellow. Each of these has their respective eligibility as set out in Articles 11.2 to 11.5 below.

11.2 *Associate Member :-*

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- (a) Any person who has been a beneficiary of the Sir Edward Youde Memorial Fund but not eligible to apply as a Full Member as specified in this Article; or
 - (b) Any person aged 18 or above, either nominated by the Honorary Patron, the Patron, one of the Honorary Advisors, or at least two of the current Fellows.
- 11.3 *Honorary Member :-*
- (a) Any person aged 18 or above, either nominated by the Honorary Patron, the Patron, one of the Honorary Advisors, or a current Fellow; and
 - (b) Has the recommendation from an interview panel appointed by the Board.
- 11.4 *Full Member :-*
- (a) A Board Member; or
 - (b) Any person who has been awarded a fellowship or scholarship, for local or overseas studies, or any other awards, except prizes granted to the secondary school students under the Sir Edward Youde Memorial Fund; or
 - (c) An Associate Member who has served the Executive Committee for a term of two years and has the recommendation from an interview panel appointed by of the Board.
- 11.5 *Fellow :-*
- (a) Any person who has been a Full Member of the Association for a consecutive period of 7 years; and
 - (b) Has a track record of substantial contribution to the Association; and
 - (c) Is nominated by either the Honorary Patron, the Patron, one of the Honorary Advisors, or a current Fellow; and
 - (d) Has the recommendation from an interview panel appointed by the Board.
- 11.6 The Board may by Special Resolution to decide on the eligibility of membership for any new award scheme carried out by the Fund Council.

12. **Rights of Members**

Member of the Association has the following rights :-

- (1) To use all facilities provided by the Association for the general use of its Members.
- (2) To attend functions and activities organised by the Association.
- (3) To attend and participate in general meetings of the Association.
- (4) Such other rights as may from time to time be decided by a Special Resolution of the Board.

13. **Duties of Members**

Member of the Association has the following duties :-

- (1) To pay such amount of membership fee, or subvention for the case of Honorary Member, as may be decided by Special Resolution of the Board every year within such time limit as may be prescribed by the Board.
- (2) To comply with the decisions of the Board or the general meeting, validly made in accordance with these Articles.

14. **Voting Members**

14.1 Only the following persons are considered as Voting Member of the Association :-

- (a) Full Member; or
- (b) Fellow;

14.2 Only Voting Member has the right to nominate and vote in election organised by the Board.

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14.3 Only Voting Member has the right to vote in general meeting.

15. Termination of Membership

Membership shall terminate :-

- (1) If in the reasonable opinion of the Board, any Member has committed conduct which is likely to be dishonourable or injurious to the reputation and interests of the Association , provided that the Board shall cause notice in writing to be sent to such Member appraising him of the fact and giving him particulars of the conduct complained of inviting him to prepare a written explanation of such conduct and notifying him that a special meeting of the Board will be held at least fourteen days after the date of notification , at a time and place to be specified , to consider his conduct and such explanation, if any, at which meeting he may attend and may explain such conduct through himself or any representative appeared on his behalf, and provided further that such a Member may request a general meeting in accordance with these Articles to reverse the decision of the Board by a special resolution of the general meeting at the general meeting's absolute discretion .
- (2) If any Member shall fail to pay the membership fee, or subvention for the case of Honorary Member, within the time limit as stated in Article 13(1), provided that if such a Member shall give written explanation to the Board, the Board may restore the membership of that Member at their absolute discretion.
- (3) Upon the death of a Member.

16. The Honorary Patron, the Patron, and Honorary Advisors

- 16.1 The Board has the absolute discretion to appoint the Honorary Patron, the Patron, and Honorary Advisors from time to time by a Special Resolution.
- 16.2 The term of the appointment is one Association Session.
- 16.3 The appointment is automatically renewed for every Association Session unless a Board Member motions against the renewal.
- 16.4 The Patron is required to pay the subvention as may be decided by Special Resolution of the Board every year within such time limit as may be prescribed by the Board.
- 16.5 The appointment renewal for the Patron shall be void if the Patron shall fail to pay the subvention within the time limit as stated in Article 16.4. However, the Board may restore the appointment of the Patron in form of a Special Resolution.

17. Organisation of the Association

- 17.1 There shall be an Association in general meeting which shall be composed of all Members of the Association and whose resolution shall be binding on all Members and other organs of the Association.
- 17.2 There shall be a Board which shall be composed of such Board Members as specified in these Articles, and whose resolution shall be binding on all Members unless such a resolution is inconsistent with these Articles or a previous resolution of the Association in general meeting, in any of which cases, the Board Resolution shall be null and void.
- 17.3 Any Board Resolution shall be presumed to be consistent with these Articles or a previous resolution of the Association in general meeting, unless more than one-third of the Board Members attending the meeting of the Board shall dissent from that resolution, and unless those dissenting Board Members unanimously question the constitutionality of the Board Resolution. The dissenting Board Members may unanimously direct the chairperson of the Board to refer the question to the Association in general meeting, which shall resolve the question of constitutionality. The Board Resolution shall have no binding effect on Members, unless and until

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- the Association in general meeting shall resolve in favour of the Board Resolution by an ordinary resolution.
- 17.4 Unless otherwise specified in these Articles, decisions of the Board may be made by Ordinary Resolution; the person chairing a meeting shall not vote, except when there is a tie, and in which case, his or her decision shall be final.
- 17.5 English and Chinese shall be the official languages of the Association in either or both of which all official meetings and official correspondence shall be conducted.
- 18. General Meetings**
- 18.1 Subject to Sections 611, 612 and 631 of the Ordinance, the Association must in each financial year of the Association hold a General Meeting as its Annual General Meeting (in addition to any other General Meetings in that year) in accordance with section 610 of the Ordinance and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Board shall nominate.
- 18.2 All general meetings other than Annual General Meetings shall be called general meetings.
- 18.3 The Board may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by sections 566, 567 and 568 of the Ordinance. If at any time there are not within Hong Kong sufficient Board Members capable of acting to form a quorum, any Board Member or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
- 19. Notice of General Meetings**
- 19.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association.
- 19.2 Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed :-
- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote at the meeting; and
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights of all the Members entitled to attend and vote at that meeting.
- 19.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 20. Proceedings at General Meetings**
- 20.1 All business shall be deemed special that is transacted at a general meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the directors and auditors, the election of Board Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
- 20.2 No business shall be transacted at any general meeting unless a quorum of Members is present at

the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as otherwise provided, not less than 5% of the Voting Members shall form the quorum.

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

20.4 The Chairperson, if any, of the Board shall preside as chairperson at every general meeting of the Association, or if there is no such Chairperson, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Board Members present shall elect one of their number to be chairperson of the meeting.

20.5 If at any meeting no Board Member is willing to act as chairperson or if no Board Member is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairperson of the meeting.

20.6 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the 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 30 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.

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

- (a) by the chairperson; or
- (b) by at least 2 Members present in person or by proxy; or
- (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

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

The demand for a poll may be withdrawn.

20.8 Except as provided in Article 20.10, if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

20.10 A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be

be proceeded with pending the taking of the poll.

21. Votes of Members

21.1 Every Voting Member shall have one vote.

21.2 A Voting Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, in a poll, vote by proxy.

21.3 No Voting Member shall be entitled to vote in any general meeting unless all moneys payable by him to the Association in his capacity as Voting Member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.

21.4 On a poll, votes may be given either personally or by proxy.

21.5 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a Voting Member of the Association.

21.6 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, 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, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

21.7 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

“SIR EDWARD YOUDE SCHOLARS ASSOCIATION LIMITED 尤德學者協會有限公司”
 (“the Association”)

I/We, [] of [], being a Member/Members of the Association, hereby appoint [] or failing him/her of, as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the [] day of [], 20[].

Signed this [] day of [], 20[].

21.8 Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

“SIR EDWARD YOUDE SCHOLARS ASSOCIATION LIMITED 尤德學者協會有限公司”
 (“the Association”)

I/We of, [] of [], being a Member/Members of the Association, hereby appoint [] or failing him/her of, as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the [] day of [], 20[], and at any adjournment thereof.

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Signed this [] day of [], 20[].

This form is to be used *in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he/she thinks fit.

*Strike out whichever is not desired

- 21.9 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 21.10 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 21A. Board**
- 21A.1 The Board, which manages the business and affairs of the Association, shall consist of:
- (1) three (3) principal officers including the Chairperson, Vice-Chair and Treasurer (collectively Principal Officers”) which shall be ex-officio members of the Executive Committee and shall be elected from time to time; and
 - (2) no more than two (2) non-executive directors.
- 21A.2 The Board may appoint Voting Members out of the Executive Committee to be Directors of the Association to promote benefits of the Association. Such class of directors are referred to as non-executive directors. The number of non-executive directors is limited to two.
- 22. Proceedings of the Board**
- 22.1 A Board Meeting may be held at any time and shall be convened by the chairperson. If the chairperson sees fit provided that at least one-third of the Board shall request in writing to the chairperson to convene a Board Meeting, the chairperson shall within seven days of such request convene a Board Meeting.
- 22.2 If the chairperson fails to convene a Board Meeting in accordance with the provisions in Article 22.1 above, the Board Members shall in order of priority as noted in Article 30.2 have the right to convene a Board Meeting.
- 22.3 No Board Meeting shall be validly held unless a notice in writing setting out the agenda, date, time and place of the meeting shall be given to the Board Members at least three days prior to the day of Board Meeting , and un less a quorum is present throughout the Board Meeting and presided by the Board Members convening the Board Meeting provided that all the Board Members entitled to receive such a notice may consent to a shorter notice , and such consent shall be recorded in the minutes of that meeting.
- 22.4 For the purpose of Article 22.3 above, not less than 50% of the Board Members shall form a quorum.
- 22.5 The minutes of all Board Meetings shall be prepared by the Secretary, and in whose absence, by any Board Member appointed by the Board-convening the Board Meeting; and the minutes as adopted by the Board shall be available for inspection within ten business days of any member’s request in writing to the chairperson of the Board.
- 23. Duty of Individual Board Members**
- 23.1 The chairperson shall be the chief executive of the Board.
- 23.2 The Vice-Chair shall assist the chairperson in respect of both the internal affairs and external

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affairs of the Association.

- 23.3 The Treasurer shall be responsible for the financial affairs of the Association.

24. Election of Members of Board

- 24.1 A current office bearer may serve for more than one term consecutively, if, at the termination of one Association Session, that office bearer is re-elected for the same or another post for the coming Association Session.
- 24.2 Each term for an office as Board Member shall correspond to one Association Session.
- 24.3 A campaign meeting shall be held prior to the Annual General Meeting and an election of the Board Members shall be conducted prior to the conclusion of the Annual General Meeting.
- 24.4 If a campaign meeting is held in accordance with Article 24.3, any Member of the Association shall have the right to question a candidate during the campaign meeting in accordance with such procedure as shall be laid down by the Association in general meeting. Election shall then be conducted upon the conclusion of a campaign meeting.

25. Nominations of Board Members

- 25.1 Nominations of Board Members shall be opened at least 1 month prior to the Annual General Meeting or the general meeting (as the case may be) and shall be closed two weeks prior to the Annual General Meeting or the general meeting (as the case may be).
- 25.2 Nominations shall be in writing. A nomination form shall contain the names of the candidate, the proposer and a seconder. The proposer and the seconder shall both sign on the form.
- 25.3 The proposer and the seconder in a nomination shall all be Voting Members.
- 25.4 Each Voting Member, either in person attending the meeting or by proxy, has one vote. Voting shall be by secret ballot.
- 25.5 When there is only one candidate for the post, the candidate shall be declared elected.
- 25.6 When there are two or more than two candidates competing for one post, voting by secret ballot will be carried out. Each Voting Member can only vote for one candidate for a particular post. The candidate receives a majority of the votes shall be declared elected.

26. Re-election

In the event of a tie occurring at any stage of the election proceedings for a post the Board of Directors, as the case may be under Article 24.3 above, shall order a re-election for that particular post within seven days of publishing the voting results, and Articles 24.3 to 25.6 above shall apply with such modification if necessary.

27. By-election

In the event of a vacancy occurring during the term of an office, the Board shall order a by-election within one month of such a vacancy. The election procedure as set out in these Articles shall apply in a similar way to a by-election.

28. Termination of office

The office of a Board Member shall terminate :-

- (1) if the Board member becomes prohibited from being a director by reason of any disqualification order made under Part IVA of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) or other ordinances, or
- (2) if the Board Member is removed from the office of director by an ordinary resolution of the Association; or
- (3) if the Board Member shall resign and if the Board shall approve such resignation, provided that such resignation is in writing with reasons stated; or

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- (4) if the Board shall by Special Resolution dismiss any Board Member for neglect of duty, dishonesty, incompetence, refusal to carry out the Board Resolutions, or the Association in general meeting, provided that such a Board Member may appeal against any such resolution to the Association in general meeting whose decision shall be final; or
 - (5) if the Board Member shall cease to be a Member of the Association; or
 - (6) if the Board Member, without the consent of the Association in general meeting, holds any other office of profit under the Association; or
 - (7) if the Board Member becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (8) if the Board Member becomes of unsound mind; or
 - (9) if the Board Member shall for more than 6 months have been absent without permission of the Board from meetings of the Board held during that period; or
- if the Board Member is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by 162 sections 536 to 538 and 542 of the Ordinance.

29. Committee

- 29.1 The Board may, whenever it sees fit, set up any number of committee, ad hoc or standing, in accordance with these Articles.
- 29.2 For each of any committee set up, the Board shall appoint a Board Member as the head of the committee, except for the head of the Development Committee and Communication Committee where the ex officio head has been defined in Articles 30.4 and 30.5.
- 29.3 The Board shall be responsible for supervising the operation and proceeding of all committees. Whenever it sees fit, the Board may by Special Resolution issue terms of reference to a committee for delineating the scope of authority and accountability of the committee.
- 29.4 A committee shall submit a working proposal to the Board within two months from its formation. Such working proposal has to be approved by the Board before it is put into practice and the committee starts working accordingly. The Executive Board may approve of a working proposal retrospectively.
- 29.5 The head of a committee shall keep the Board informed of the progress of that committee by formal or informal means.
- 29.6 A committee shall submit a consolidated profit and loss statement and an evaluation report to the Board.
- 29.7 An ad hoc committee shall submit such statement and report within one month after the event or programme for which the ad hoc committee is set up. A standing committee shall submit such statement and report on an annual basis.
- 29.8 The Board may prescribe the format of such statement and report, and may fix the date of submission.
- 29.9 The Board may call up evaluation meeting, either open to Members or closed, after a major event or programme for which a committee is responsible. The Board may require any number of committee members in charge to attend.

30. The Executive Committee

- 30.1 There shall be an Executive Committee of the Association:
 - (a) To formulate and implement the policies of the Association within the framework of these Articles and the Resolutions of the Association in general meeting;
 - (b) To carry out resolutions of the Association in Board Meeting;
 - (c) To manage the day-to-day affairs of the Association.

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30.2 The Executive Committee shall consist of the following persons :-

(1) Three (3) ex-officio Principal Officers from the Board:

- (a) Chairperson;
- (b) Vice-Chair; and the
- (c) Treasurer

(2) Four (4) functional officers:

- (a) Secretary
- (b) Development Officer;
- (c) Communication Officer;
- (d) Operations Officer; and

(3) No more than four (4) Members of the Association.

30.3 The Secretary of the Association shall act as the secretary of the Executive Committee. The Executive Committee may in its discretion and as it thinks fit appoint other Members of the Association to perform the duties of the secretary of the Executive Committee.

30.4 The Development Officer shall handle all matters relating to the development of the Association.

30.5 The Communication Officer shall promote the image and status of the Association and be responsible for its publicity. He is also the ex officio head of the Development Committee.

30.6 The Operations Officer shall be responsible for the daily operations of the Association. He is also the ex officio head of the Development Committee.

30.7 Each term for an office as member of the Executive Committee shall correspond to one Association Session.

30.8 The ex officio representative from the Fund Council shall be responsible to convey information between the Association and the Fund Council

31. Year Plan, Budget and Evaluation

31.1 The Executive Committee shall present a year plan, which shall always include a projected budget, to all Members, by whatever means, within two months after the Executive Committee Members assume their office in Annual General Meeting. Such year plan shall set out the immediate objectives and targets of the coming term of the Executive Committee.

31.2 If at least 10% of all Voting Members reject the year plan, they may in writing petition the Executive Committee. Within one month after noting such rejection, the Executive Committee shall present an amended year plan in a general meeting for final decision.

31.3 The Executive Committee shall present an annual evaluation report and a detailed, audited financial report to all Members at least one month before the Board Members retire in annual general meeting.

32. Secretary

32.1 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

32.2 A provision of the Ordinance or these Articles requiring or authorizing a thing to be done by or to a Board Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Board Member and as, or in place of, the Secretary.

33. The Seal

The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board Members or of the Executive Committee authorised by the Board Members in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Board Member and shall be countersigned by the Secretary or by a second Board Member or by some other person appointed by the Board for the purpose.

34. Accounts

34.1 The Board shall cause proper books of account to be kept with respect to :-

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

34.2 The books of account shall be kept at the registered office of the Association, or, subject to sections 373, 374 and 377 of the Ordinance, at such other place or places as the Board think fit, and shall always be open to the inspection of the Board Members.

34.3 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Board Members, and no Member (not being a Board Member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

34.4 The Board shall from time to time in accordance with sections 429, 431, 610 and sections 383, 388 to 391 and 452(3) of the Ordinance, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.

34.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the report of the Board and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every Member of the Association: Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

35. Auditor

The Auditor must be appointed in accordance with section 394 of the Ordinance and, where applicable, reappointed in accordance with section 403 of the Ordinance.

36. Notices

36.1 A notice or document may be given by the Association to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notice to him. Where a notice or document is sent by post, service of the notice or document

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shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

- 36.2 A notice or document may also be given by the Association to any Member by sending or transmitting it as an electronic communication to such person at email, social media, messaging applications or computer network or website supplied by him to the extent permitted by, and in accordance with the Ordinance and other applicable laws, rules and regulations. Where a notice or document is sent or transmitted as an electronic communication, notice or document shall be deemed to have been served or delivered at the time of the relevant dispatch or transmission. In proving such service or delivery, a certificate in writing signed by the Secretary (or such other officer of the Association or such other person appointed by the Board) as to the fact and time of such service, delivery, dispatch, transmission or publication shall be conclusive evidence provided that no notification that the electronic communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being serviced.

- 36.3 Notice of every general meeting shall be given in any manner hereinbefore authorised to :-

- (a) every Member except those Members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices to them; and
- (b) the auditors for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

37. **Disposal of Assets after Winding-Up or Dissolution**

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this 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 7 above, 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 a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.