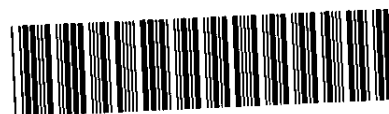


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**ARTICLES OF ASSOCIATION**  
**OF**  
**INTERNATIONAL RESEARCH AND EDUCATION FOUNDATION LIMITED**  
**國際研究教育基金有限公司**



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THE COMPANIES ORDINANCE (CHAPTER 622)

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Company limited by Guarantee  
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ARTICLES OF ASSOCIATION  
OF  
INTERNATIONAL RESEARCH AND EDUCATION FOUNDATION LIMITED  
國際研究教育基金有限公司  
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**Part A      Mandatory Articles**

**1.    Company Name**

The name of the company is the "INTERNATIONAL RESEARCH AND EDUCATION FOUNDATION LIMITED 國際研究教育基金有限公司" (hereinafter referred to as the "company").

**2.    Members' Liabilities**

The liability of the members is limited.

**3.    Liabilities or Contribution of Members**

Every member of the company undertakes to contribute to the assets of the company in the event of it being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

Class of Members	All
Amount to be contributed by each of the members in this class	HK\$50

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

<b>Names, addresses and descriptions of Founder Members</b>	
YANG Suxiang 楊素香 Flat 4, 22/F, Block D, Hilton Plaza, 3-9 Sha Tin Centre Street, Sha Tin, New Territories, Hong Kong	Manager
LAU Sin Yu Theresa 劉倩如 Flat 501, Henning House, 385 Hennessy Road, Wanchai, Hong Kong	Manager

**Part B Other Articles**

**Contents**

Article

**Part 1  
Interpretation**

1. Interpretation

**Part 2  
Objects and Powers**

2. Objects
3. Powers
- 3A. Income, Property and Payment

**Part 3  
The Management Committee and Company Secretary**

**Division 1 - Powers and Responsibilities of the Management Committee**

4. General authority of the Management Committee
5. Members' reserve power
6. The Management Committee may delegate
7. Committees

**Division 2 - Decision-taking by the Management Committee**

8. The Management Committee to take decision collectively
9. Unanimous decisions
10. Calling meetings of the Management Committee
11. Participation in meetings of the Management Committee
12. Quorum for meetings of the Management Committee
13. Meetings of the Management Committee if total number of members less than quorum
14. Chairing of meetings of the Management Committee
15. Chairperson's casting vote at meetings of the Management Committee
16. Alternates voting at meetings of the Management Committee
17. Conflicts of interest
18. Supplementary provisions as to conflicts of interest
19. Validity of acts of meeting of the Management Committee
20. Record of decisions to be kept
21. The discretion of the Management Committee to make further rules

### **Division 3 - Appointment and Retirement of the Management Committee**

22. Appointment and retirement of the Management Committee
23. Retiring member of the Management Committee eligible for reappointment
24. Composite resolution
25. Termination of appointment of member of the Management Committee
26. Expenses of the Management Committee

### **Division 4 - Alternate Members of the Management Committee**

27. Appointment and removal of alternates
28. Rights and responsibilities of alternate members of the Management Committee
29. Termination of alternate membership of the Management Committee

### **Division 5 - Indemnity and Insurance of the Management Committee**

30. Indemnity
31. Insurance

### **Division 6 - Company Secretary**

32. Appointment and removal of company secretary

### **Division 7 - Honorary Chairmen and Advisors**

33. Appointment of honorary chairmen and advisors

## **Part 4 Members**

### **Division 1 - Becoming and Ceasing to be Member**

34. Application for membership
35. Termination of membership

### **Division 2 - Organization of General Meetings**

36. General meetings
37. Notice of general meetings
38. Persons entitled to receive notice of general meetings
39. Accidental omission to give notice of general meetings
40. Attendance and speaking at general meetings
41. Quorum for general meetings

- 42. Chairing general meetings
- 43. Attendance and speaking by non-members
- 44. Adjournment

**Division 3 - Voting at General Meetings**

- 45. General rules on voting
- 46. Errors and disputes
- 47. Demanding a poll
- 48. Number of votes a member has
- 49. Votes of mentally incapacitated members
- 50. Content of proxy notices
- 51. Execution of appointment of proxy on behalf of member appointing the proxy
- 52. Delivery of proxy notice and notice revoking appointment of proxy
- 53. Effect of member's voting in person on proxy's authority
- 54. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy
- 55. Amendments to proposed resolutions

**Part 5  
Miscellaneous Provisions**

**Division 1 - Communications to and by Company**

- 56. Means of communication to be used

**Division 2 - Administrative Arrangements**

- 57. Company seals
- 58. No right to inspect accounts and other records
- 59. Auditor's insurance

**Part 6  
Dissolution**

- 60. Dissolution

**Part 7  
Account**

- 61. Account

**Part 1**  
**Interpretation**

**1. Interpretation**

- (1) In these articles –  
*alternate* and *alternate member* means a person appointed by a member of the Management Committee as an alternate under article 27(1);  
*appointor* – see article 27(1);  
*articles* means the articles of association of the company;  
*associated company* means –  
(a) a subsidiary of the company;  
(b) a holding company of the company; or  
(c) a subsidiary of such a holding company;  
*mental incapacity* has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);  
*mentally incapacitated person* means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;  
*Ordinance* means the Companies Ordinance (Cap. 622);  
*proxy notice* – see article 50(1).
- (2) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the company.
- (3) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
- (4) The articles set out in Schedule 3 of the Companies (Model Articles) Notice (Cap. 622H) (the “**Model Articles**”) shall apply to the company insofar as they are hereby specifically excluded or are inconsistent with the articles herein contained.

**Part 2**  
**Objects and Powers**

**2. Objects**

- (1) The objects for which the company is established (“**Objects**”) are specifically expressed below:-
- (a) To promote the benefit of social harmony for the citizens and inhabitants of Hong Kong in a common effort by promoting the harmony of the people of Hong Kong;
- (b) To undertake research into economic, financial, social, political, psychological, emotional, educational, ecological and other issues affecting Hong Kong for the purpose of relieving poverty and advancing education in Hong Kong;
- (c) To set up an education fund to provide scholarships and organize activities to promote science, arts and education in social innovations for the benefit of the Hong Kong community; and

- (d) To engage in activities to educate, advance and promote the notions of ethnic and gender equality for the benefit of, in particular, the racial minority and the demographics which might be particularly vulnerable and exposed to discrimination in Hong Kong.
- (2) Provided that:-
  - (a) In case the company shall take or hold any property which may be subject to any trusts, the company will only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - (b) The Objects of the company shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

### 3. Powers

The company has power to do lawfully anything which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so. In particular, the company has powers:-

- (a) To foster exchanges, visits, seminars, contacts and dialogues between opinion leaders from government and non-governmental organizations and groups, think tanks, academic, business and professional sectors and the media on a non-profit making basis;
- (b) To solicit, procure and accept donations, gifts of property and financial support of all kinds from any person, corporation or institution in the advancement or to the attainment of the above Objects or any of them;
- (c) To carry out publicity campaigns and to print, publish and distribute papers, reports, books, leaflets and periodicals for the above Objects or any of them on a non-profit making basis;
- (d) To acquire by purchase, lease, exchange, hire or otherwise, any real or personal property and any rights or privileges which the company may think necessary for the promotion of its Objects, and to construct, maintain or alter any land, buildings or erections and turn the same to account and may seem expedient for any of the Objects of the company;
- (e) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property or assets of the company as may be thought expedient with a view to the promotion of its Objects;
- (f) To invest and deal with the moneys of the company not immediately required as may from time to time be determined in a proper and prudent manner;
- (g) To undertake and execute any trusts which would be conducive to its Objects and to act as custodian trustee or manager of any property or fund for any charitable institutions of a public character;
- (h) Subject to Article 3A hereof, to employ all such officers and servants as are required to enable the company to carry out its Objects and perform any work in connection therewith;



- (i) To establish and support, and to aid in the establishment and support of, any charitable establishments and institutions formed for all or any of the Objects of the company provided that the charitable establishments and institutions shall prohibit the distribution of their income and property among their member to an extent at least as great as is imposed on the company under or by virtue of Article 3A hereof;
- (j) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) of the company or by the creation and issue of debentures or other securities of any description on such terms and conditions as may be thought expedient;
- (k) To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, debentures and other negotiable or transferable instruments;
- (l) To take all necessary or proper steps with the authorities, national, local, municipal or otherwise, of any place in which the company may have interests, and to carry on any negotiations or operations for the purpose of promoting the Objects of the company or effecting any modifications in the Articles of Association of the company, and to oppose any steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the Objects of the company;
- (m) To do all such other lawful things as are incidental or conducive to the attainment of the above Objects.

Provided that –

- (i) In case the company shall take or hold any property which may be subject to any trusts, the company 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 company shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

### **3A. Income, Property and Payment**

- (1) The income and property of the company, however derived, shall be applied solely towards the promotion of the Objects of the company as set forth in these articles.
- (2) Subject to sub-clauses (4) and (5) below, no portion of the income and property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, to the members of the company.
- (3) No member of the Management Committee or the governing body of the company (“**Committee Member**”) shall be appointed to any salaried office of the company or any office of the company paid by fees (except as provided in sub-clauses (4) and (5) below).
- (4) Nothing herein shall prevent the payment, in good faith, by the company of reasonable

and proper remuneration to any Committee Member, officer or servant of the company or to any member of the company (“Member”) in return for any services actually rendered to the company.

- (5) Nothing herein shall prevent the payment, in good faith, by the company:-
- (a) to any member of its governing body, any Member and Committee Member of out-of-pocket expenses;
  - (b) of interest on money lent by any member of its governing body, any Member and Committee Member at a rate per year not exceeding two per cent (2%) above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - (c) of reasonable and proper rent for premises demised or let by any member of its governing body, any Member and Committee Member; or
  - (d) of monetary remuneration or other benefit of equivalent monetary value to a firm, a body corporate or an unincorporated association in which any member of its governing body, any Member and Committee Member is interested directly or indirectly whether as a sole proprietor, a partner, a director and/or a shareholder (as the case may be) in return for any services actually rendered to the company.
- (6) No person shall be bound to account for any benefit he/she may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above.

### **Part 3**

#### **The Management Committee and Company Secretary**

##### **Division 1 - Powers and Responsibilities of the Management Committee**

#### **4. General authority of the Management Committee**

- (1) Unless and until the members in general meeting shall otherwise determine, the number of members of the Management Committee shall not be less than 2 and more than 5.
- (2) Subject to the Ordinance and these articles, the operations and affairs of the company are managed by the Management Committee, who may exercise all the powers of the company.
- (3) An alteration of these articles does not invalidate any prior act of the Management Committee that would have been valid if the alteration had not been made.
- (4) The powers given by this article are not limited by any other power given to the members of the Management Committee by these articles.
- (5) A meeting of the Management Committee at which a quorum is present may exercise all powers exercisable by the members of the Management Committee.

#### **5. Members' reserve power**

- (1) The members may, by special resolution, direct the Management Committee to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the Management Committee had done before the passing of the resolution.

**6. The Management Committee may delegate**

- (1) Subject to these articles, the Management Committee may, if they think fit, delegate any of the powers that are conferred on them under these articles –
  - (a) to any person or committee;
  - (b) by any means (including by power of attorney);
  - (c) to any extent and without territorial limit;
  - (d) in relation to any matter; and
  - (e) on any terms and conditions.
- (2) If the Management Committee so specify, the delegation may authorize further delegation of the powers of the Management Committee by any person to whom they are delegated.
- (3) The Management Committee may –
  - (a) revoke the delegation wholly or in part; or
  - (b) revoke or alter its terms and conditions.

**7. Committees**

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

**Division 2 - Decision-taking by the Management Committee**

**8. The Management Committee to take decision collectively**

A decision of the Management Committee may only be taken –

- (a) by a majority of the members of the Management Committee at a meeting; or
- (b) in accordance with article 9.

**9. Unanimous decisions**

- (1) A decision of the Management Committee is taken in accordance with this article when all eligible members of the Management Committee indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible member of the Management Committee or to which each eligible member of the Management Committee has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible members of the Management Committee is a reference to members of the Management Committee who would have been entitled to vote on the matter if it had been proposed as a resolution at a meeting of the Management Committee.
- (4) A decision may not be taken in accordance with this article if the eligible members of the Management Committee would not have formed a quorum at a meeting of the Management Committee.

**10. Calling meetings of the Management Committee**

- (1) Any member of the Management Committee may call a meeting of the Management Committee by giving notice of the meeting to the members of the Management Committee or by authorizing the company secretary to give such notice.
- (2) Notice of a meeting of the Management Committee must indicate –
  - (a) its proposed date and time; and
  - (b) where it is to take place.
- (3) Notice of a meeting of the Management Committee must be given to each member of the Management Committee, but need not be in writing.

**11. Participation in meetings of the Management Committee**

- (1) Subject to these articles, members of the Management Committee participate in a meeting of the Management Committee, or part of a meeting of the Management Committee, when –
  - (a) the meeting has been called and takes place in accordance with these articles; and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether members of the Management Committee are participating in a meeting of the Management Committee, it is irrelevant where a member of the Management Committee is and how they communicate with each other.
- (3) If all the members of the Management Committee participating in a meeting of the Management Committee are not in the same place, they may regard the meeting as taking place wherever any one of them is.

**12. Quorum for meetings of the Management Committee**

- (1) At a meeting of the Management Committee, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for the Management Committee meetings may be fixed from time to time by a decision of the members of the Management Committee, but it must be at least 2, and unless otherwise fixed it is 2.

**13. Meetings of the Management Committee if total number of members less than quorum**

- If the total number of members of the Management Committee for the time being is less than the quorum required for the Management Committee meetings, the members of the Management Committee must not take any decision other than a decision –
- (a) to appoint further members of the Management Committee; or
  - (b) to call a general meeting so as to enable the members to appoint further members of the Management Committee.

**14. Chairing of meetings of the Management Committee**

- (1) The Management Committee may appoint a member of the Management Committee to chair their meetings.
- (2) The person appointed for the time being is known as the chairperson.

- (3) The Management Committee may terminate the appointment of the chairperson at any time.
- (4) If the chairperson is not participating in a meeting of the Management Committee within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating members of the Management Committee may appoint one of themselves to chair it.

**15. Chairperson's casting vote at meetings of the Management Committee**

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

**16. Alternates voting at meetings of the Management Committee**

A member of the Management Committee who is also an alternate member has an additional vote on behalf of each appointor who –

- (a) is not participating in a meeting of the Management Committee; and
- (b) would have been entitled to vote if he or she were participating in it.

**17. Conflicts of interest**

- (1) This article applies if –
  - (a) a member of the Management Committee is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the company that is significant in relation to the company's operations; and
  - (b) the member's interest is material.
- (2) The member of the Management Committee must declare the nature and extent of the member's interest to the other members of the Management Committee in accordance with section 536 of the Ordinance.
- (3) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
- (4) Articles 15(3) – (6) of the Model Articles shall not apply.

**18. Supplementary provisions as to conflicts of interest**

- (1) Subject to Article 3A hereof, a member of the Management Committee may hold any other office under the company (other than the office of auditor) in conjunction with the office of member of the Management Committee for a period and on terms that the Management Committee determines.
- (2) A member of the Management Committee or intending member is not disqualified by the office of the Management Committee from contracting with the company –
  - (a) with regard to the tenure of the other office mentioned in paragraph (1); or
  - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract

- entered into by or on behalf of the company in which any member of the Management Committee is in any way interested is not liable to be avoided.
- (4) A member of the Management Committee who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the company for any profit realized by the transaction, arrangement or contract by reason of –
    - (a) the member of the Management Committee holding the office; or
    - (b) the fiduciary relation established by the office.
  - (5) Paragraph (1), (2), (3) or (4) only applies if the member of the Management Committee has declared the nature and extent of the member's interest under the paragraph to the other members of the Management Committee in accordance with section 536 of the Ordinance.
  - (6) A member of the Management Committee of the company may be a member of the Management Committee or other officer of, or be otherwise interested in –
    - (a) any company promoted by the company; or
    - (b) any company in which the company may be interested as shareholder or otherwise.
  - (7) Subject to the Ordinance, the member of the Management Committee is not accountable to the company for any remuneration or other benefits received by the member of the Management Committee as a member or officer of, or from the member's interest in, the other company unless the company otherwise directs.

**19. Validity of acts of meeting of the Management Committee**

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

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

**20. Record of decisions to be kept**

The Management Committee must ensure that the company keeps a written record of every decision taken by the Management Committee under article 8 for at least 10 years from the date of the decision.

**21. The discretion of the Management Committee to make further rules**

Subject to these articles, the Management Committee may make any rule that they think fit

about

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to members of the Management Committee.

### **Division 3 - Appointment and Retirement of the Management Committee**

#### **22. Appointment and retirement of the Management Committee**

- (1) A person who is willing to act as a member of the Management Committee, and is permitted by law to do so, may be appointed to be a member of the Management Committee –
  - (a) by ordinary resolution; or
  - (b) by a decision of the Management Committee.
- (2) Unless otherwise specified in the appointment, a member of the Management Committee appointed under paragraph (1)(a) holds office for an unlimited period of time.
- (3) An appointment under paragraph (1)(b) may only be made to –
  - (a) fill a casual vacancy; or
  - (b) appoint a member of the Management Committee as an addition to the existing members if the total number of members of the Management Committee does not exceed the number fixed in accordance with these articles.
- (4) A member of the Management Committee appointed under paragraph (1)(b) must –
  - (a) retire from office at the next annual general meeting following the appointment; or
  - (b) if the company has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the company's accounting reference period by reference to which the financial year in which the member of the Management Committee was appointed is to be determined.

#### **23. Retiring member of the Management Committee eligible for reappointment**

A retiring member of the Management Committee is eligible for reappointment to the office.

#### **24. Composite resolution**

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more members of the Management Committee to offices or employments with the company or any other body corporate.
- (2) The proposals may be divided and considered in relation to each member of the Management Committee separately.
- (3) Each of the members of the Management Committee concerned is entitled to vote (if the member is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the member's own appointment.

**25. Termination of appointment of a member of the Management Committee**

A person ceases to be a member of the Management Committee if the person –

- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns the office of the Management Committee by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) for more than 6 months has been absent without the Management Committee's permission from meetings of the Management Committee held during that period;  
or
- (f) is removed from the office of the Management Committee by an ordinary resolution of the company.

**26. Expenses of the Management Committee**

The company may pay any travelling, accommodation and other expenses properly incurred by the Management Committee in connection with –

- (a) their attendance at –
  - (i) meetings of the Management Committee or committees of the Management Committee;
  - (ii) general meetings; or
  - (iii) separate meetings of the holders of debentures of the company; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the company.

**Division 4 - Alternate Members of the Management Committee**

**27. Appointment and removal of alternates**

- (1) A member of the Management Committee (appointor) may appoint as an alternate any other member of the Management Committee, or any other person approved by resolution of the members of the Management Committee.
- (2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the Management Committee in the absence of the alternate's appointor.
- (3) An appointment or removal of an alternate by the alternate's appointor must be effected–
  - (a) by notice to the company; or
  - (b) in any other manner approved by the Management Committee.
- (4) The notice must be authenticated by the appointor.
- (5) The notice must –
  - (a) identify the proposed alternate; and



- (b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.
- (6) If an alternate is removed by resolution of the Management Committee, the company must as soon as practicable give notice of the removal to the alternate's appointor.

**28. Rights and responsibilities of alternate members of the Management Committee**

- (1) An alternate member of the Management Committee has the same rights as the alternate's appointor in relation to any decision taken by the Management Committee under article 8.
- (2) Unless these articles specify otherwise, alternate members of the Management Committee –
  - (a) are deemed for all purposes to be members of the Management Committee;
  - (b) are liable for their own acts and omissions;
  - (c) are subject to the same restrictions as their appointors; and
  - (d) are deemed to be agents of or for their appointors.
- (3) a person who is an alternate member but not a member of the Management Committee –
  - (a) may be counted as participating for determining whether a quorum is participating (but only if that person's appointor is not participating); and
  - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).
- (4) An alternate member must not be counted or regarded as more than one member of the Management Committee for determining whether –
  - (a) a quorum is participating; or
  - (b) a written resolution of the Management Committee is adopted.

**29. Termination of alternate membership of the Management Committee**

- (1) An alternate member's appointment as an alternate terminates –
  - (a) if the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
  - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a member of the Management Committee;
  - (c) on the death of the alternate's appointor; or
  - (d) when the alternate's appointor's appointment as a member of the Management Committee terminates.
- (2) If the alternate was not a member of the Management Committee when appointed as an alternate, the alternate's appointment as an alternate terminates if –
  - (a) the approval under article 27(1) is withdrawn or revoked; or
  - (b) the company by an ordinary resolution passed at a general meeting terminates the appointment.

## **Division 5 - Indemnity and Insurance of the Management Committee**

### **30. Indemnity**

- (1) A member or former member of the Management Committee of the company may be indemnified out of the company's assets against any liability incurred by the member of the Management Committee to a person or an entity (other than the company or an associated company of the company) in connection with any negligence, default, breach of duty or breach of trust in relation to the company.
- (2) Paragraph (1) only applies if the indemnity does not cover –
  - (a) any liability of the member of the Management Committee to pay –
    - (i) a fine imposed in criminal proceedings; or
    - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
  - (b) any liability incurred by the member of the Management Committee –
    - (i) in defending criminal proceedings in which the member of the Management Committee is convicted;
    - (ii) in defending civil proceedings brought by the company, or an associated company of the company, in which judgment is given against the member of the Management Committee;
    - (iii) in defending civil proceedings brought on behalf of the company by a member of the company or of an associated company of the company, in which judgment is given against the member of the Management Committee;
    - (iv) in defending civil proceedings brought on behalf of an associated company of the company by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the member of the Management Committee; or
    - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the member relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief –
  - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
  - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if –
  - (a) it is determined, and the period for bringing any further appeal has ended; or
  - (b) it is abandoned or otherwise ceases to have effect.

### **31. Insurance**

The Management Committee may decide to purchase and maintain insurance, at the expense of the company, for a member of the Management Committee of the company, against –

- (a) any liability to any person attaching to the member of the Management Committee

- in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the company; or
- (b) any liability incurred by the member of the Management Committee in defending any proceedings (whether civil or criminal) taken against the member of the Management Committee for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the company.

#### **Division 6 - Company Secretary**

##### **32. Appointment and removal of company secretary**

- (1) Subject to Article 3A hereof, the Management Committee may appoint a company secretary for a term, at a remuneration and on conditions they think fit.
- (2) The Management Committee may remove a company secretary appointed by them.

#### **Division 7 - Honorary Chairmen and Advisors**

##### **33. Appointment of honorary chairmen and advisors**

The Management Committee may from time to time appoint any person or persons, being distinguished members of the community or academia or persons who have made contribution to or likely to contribute towards the work of the company as Honorary Patrons, Honorary Presidents, Honorary Chairman or Chairmen, Honorary Counsellors or Advisors for such term or terms specified at the time of appointment as the Management Committee shall decide. Such persons shall not by virtue only of such appointments be a member or members of the company or its Management Committee and shall have no vote in the company's general meetings or Management Committee's meetings unless they are also members of the company or its Management Committee.

### **Part 4 Members**

#### **Division 1 - Becoming and Ceasing to be Member**

##### **34. Application for membership**

A person may become a member of the company only if –

- (a) that person has completed an application for membership in a form approved by the Management Committee; and
- (b) that person has been recommended by at least two existing members of the company in writing; and
- (c) the Management Committee have approved the application.

##### **35. Termination of membership**

- (1) A member may withdraw from membership of the company by giving one month's notice to the company in writing.

- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

## **Division 2 - Organization of General Meetings**

### **36. General meetings**

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the company must, in respect of each financial year of the company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The Management Committee may, if it thinks fit, call a general meeting.
- (3) If the Management Committee is required to call a general meeting under section 566 of the Ordinance, it must call the meeting in accordance with section 567 of the Ordinance.
- (4) If the Management Committee does 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.

### **37. Notice of general meetings**

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of –
  - (a) the day on which it is served or deemed to be served; and
  - (b) the day for which it is given.
- (4) The notice must –
  - (a) specify the date and time of the meeting;
  - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
  - (c) state the general nature of the business to be dealt with at the meeting;
  - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
  - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting –
    - (i) include notice of the resolution; and
    - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
  - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
  - (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance;

- (5) Paragraph (4)(e) does not apply in relation to a resolution of which –
  - (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
  - (b) notice has been given under section 615 of the Ordinance;
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed –
  - (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
  - (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

**38. Persons entitled to receive notice of general meetings**

- (1) Notice of a general meeting must be given to –
  - (a) every member; and
  - (b) every member of the Management Committee.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the company must give a copy of it to its auditor (if more than one auditor, to every one of them) at the same time as the notice or the other document is given to the member.

**39. Accidental omission to give notice of general meetings**

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

**40. Attendance and speaking at general meetings**

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when –
  - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Management Committee may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the

meeting, they are able to exercise them.

**41. Quorum for general meeting**

- (1) Two members present in person or by proxy constitute a quorum at a general meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

**42. Chairing general meetings**

- (1) If the chairperson (if any) of the Management Committee is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The members of the Management Committee present at a general meeting must elect one of themselves to be the chairperson if –
  - (a) there is no chairperson of the Management Committee;
  - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
  - (c) the chairperson is unwilling to act; or
  - (d) the chairperson has given notice to the company of the intention not to attend the meeting.
- (3) The members present at a general meeting must elect one of themselves to be the chairperson if –
  - (a) no member of the Management Committee is willing to act as chairperson; or
  - (b) no member of the Management Committee is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the company passed at the meeting.

**43. Attendance and speaking by non-members**

- (1) Members of the Management Committee may attend and speak at general meetings, whether or not they are members of the company.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not –
  - (a) members of the company; or
  - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

**44. Adjournment**

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must –
  - (a) if called on the request of members, be dissolved; or
  - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Management Committee determines.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time

appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.

- (3) The chairperson may adjourn a general meeting at which a quorum is present if –
  - (a) the meeting consents to an adjournment; or
  - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

### **Division 3 - Voting at General Meetings**

#### **45. General rules on voting**

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution –
  - (a) has or has not been passed; or
  - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

#### **46. Errors and disputes**

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

#### **47. Demanding a poll**

- (1) A poll on a resolution may be demanded –

- (a) in advance of the general meeting where it is to be put to the vote; or
  - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by –
- (a) the chairperson of the meeting;
  - (b) at least 2 members present in person or by proxy; or
  - (c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

**48. Number of votes a member has**

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting –

- (a) every member present in person has 1 vote; and
- (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.

**49. Votes of mentally incapacitated members**

- (1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

**50. Content of proxy notices**

- (1) A proxy may only validly be appointed by a notice in writing (proxy notice) that –
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is authenticated, or is signed on behalf of the member appointing the proxy; and
  - (d) is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the company requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business



to be transacted at a general meeting.

- (5) Unless a proxy notice indicates otherwise, it must be regarded as –
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

**51. Execution of appointment of proxy on behalf of member appointing the proxy**

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

**52. Delivery of proxy notice and notice revoking appointment of proxy**

- (1) A proxy notice does not take effect unless it is received by the company –
  - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the company –
  - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

**53. Effect of member's voting in person on proxy's authority**

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy –
  - (a) attends in person the general meeting at which the resolution is to be decided; and
  - (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of the member.

**54. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy**

- (1) A vote given in accordance with the terms of a proxy notice is valid despite –
  - (a) the previous death or mental incapacity of the member appointing the proxy; or
  - (b) the revocation of the appointment of the proxy or of the authority under which the

appointment of the proxy is executed.

- (2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the company –
  - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

**55. Amendments to proposed resolutions**

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if –
  - (a) notice of the proposed amendment is given to the company secretary in writing; and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if –
  - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
  - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

**Part 5**

**Miscellaneous Provisions**

**Division 1 - Communications to and by Company**

**56. Means of communication to be used**

- (1) Subject to these articles, anything sent or supplied by or to the company under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the company for the purposes of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a member of the Management Committee in connection with the taking of decisions by members of the Management Committee may also be sent or supplied by the means by which that member of the Management Committee has asked to be sent or supplied with such a notice or document for the time being.

- (3) A member of the Management Committee may agree with the company that notices or documents sent to that member of the Management Committee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

## **Division 2 - Administrative Arrangements**

### **57. Company seals**

- (1) A common seal may only be used by the authority of the Management Committee.
- (2) A common seal must be a metallic seal having the company's name engraved on it in legible form.
- (3) Subject to paragraph (2), the Management Committee may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the Management Committee, if the company has a common seal and it is affixed to a document, the document must also be signed by any 1 member of the Management Committee of the company or by any 1 or more persons authorized for the purpose by the Management Committee.

### **58. No right to inspect accounts and other records**

A person is not entitled to inspect any of the company's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by –

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the Management Committee; or
- (d) an ordinary resolution of the company.

### **59. Auditor's insurance**

- (1) The Management Committee may decide to purchase and maintain insurance, at the expense of the company, for an auditor of the company, against –
  - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the company; or
  - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the company.
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

## **Part 6 Dissolution**

### **60. Dissolution**

If on dissolution of the company there remains, after satisfaction of all debts and liabilities of the company, any property whatsoever, the same must not be paid to or distributed among the members of the company; but must be given or transferred to some other institution or institutions having objects similar to the objects of the company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent as least as great as is imposed on the company under or by virtue of Article 3A hereof, such institution or institutions to be determined by the members of the Management Committee at or before the time of dissolution and in default thereof by a Judge 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.

**Part 7**  
**Account**

**61. Account**

- (1) The Management Committee must cause proper books of account to be kept to give a true and fair view of the state of the company's affairs with respect to –
  - (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the company; and
  - (c) the assets and liabilities of the company.
- (2) The books of account must be kept at the registered office of the company, or, subject to the provisions of the Companies Ordinance, at such other place or places as the Management Committee thinks fit, and must always be open to the inspection of the members of the Management Committee.
- (3) The Management Committee may 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 company or any of the accounts and books will be open to inspection by members not being members of the Management Committee.
- (4) Subject to the provisions of the Companies Ordinance, the Management Committee must from time to time cause to be prepared and to be laid before the company in general meeting such income and expenditure statements, balance sheets, group accounts (if any) and reports as are required by the Companies Ordinance.