

**ARTICLES OF ASSOCIATION**

**OF**

**Engineers Without Borders (Hong Kong) Limited**  
**無國界工程師(香港)有限公司**

Incorporated the 12th day of August 2015

編號 2274175

No.

[ COPY ]

公 司 註 冊 處  
COMPANIES REGISTRY

公 司 註 冊 證 明 書  
**CERTIFICATE OF INCORPORATION**

本 人 謹 此 證 明  
I hereby certify that

**Engineers Without Borders (Hong Kong) Limited**  
**無國界工程師(香港)有限公司**

於 本 日 根 據 香 港 法 例 第 622 章 《 公 司 條 例 》  
is this day incorporated in Hong Kong under the Companies Ordinance

在 香 港 成 立 為 法 團 ， 此 公 司 是 一 間  
(Chapter 622 of the Laws of Hong Kong), and that this company is

有 限 公 司。  
a limited company.

本 證 明 書 於 二 〇 一 五 年 八 月 十 二 日 發 出。  
Issued on 12 August 2015.

(Sd.) Ms Ada L L CHUNG

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

註 Note :

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

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

THE COMPANIES ORDINANCE (CHAPTER 622)

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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*Articles of Association*

OF

Engineers Without Borders (Hong Kong) Limited  
無國界工程師(香港)有限公司

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Part A

1. The name of the company is "Engineers Without Borders (Hong Kong) Limited 無國界工程師(香港)有限公司" (hereinafter called "the Organization")
2. The Organization shall be a non-political, non-religious, non-governmental and non-profit making organization.
3. Missions:
  - (a) To accelerate the betterment in life of disadvantaged communities and to promote sustainable development through the empowerment of engineering means;
  - (b) To enhance the capacity of the professionals in Hong Kong and their generations to come to contribute to the communities in need.
4. The objects for which the Organization is established are relief of poverty and advancement of education. In the furtherance of the objects of the Organization but not otherwise, the Organisation shall have the following powers:-
  - (a) to pursue ways in bettering the life of disadvantaged communities by empowering them with engineering solutions on a non-profit making basis;
  - (b) to work partnership with developing communities both within and outside Hong Kong, assisting them to gain access to the knowledge, resources and appropriate technologies they need to improve their livelihood from poverty and after disaster;
  - (c) to pursue promotion of sustainable development in daily living in any communities in need through the empowerment of engineering means;
  - (d) to provide engineering and technical support to charitable and non-governmental organizations for alleviating poverty and improving the living conditions of the communities in need;
  - (e) to build the capacity and increase the level of preparedness of the Hong Kong professionals and their generations to come;
  - (f) to set up and maintain a Register of Humanitarian Engineers and Professionals in Hong Kong;
  - (g) to print and publish any newspapers, periodicals, journals, books, circulars, or leaflets that the Organization may think desirable for the promotion of its objects;
  - (h) to accept and receive (in an appropriate manner) donations or other forms of financial assistance from other individuals, organizations or institutions for the purpose of the objects of the Organization;
  - (i) to organize fund raising or other activities to promote and support the objects of the Organization and to defray the expenses thereby incurred;

- (j) to promote, organize and finance any non-profit making activities to facilitate and implement the objects of the Organization and to defray the expenses of the relevant activities;
  - (k) subject to Part A Articles 12-15 hereof, to employ any person necessary for the objects of the Organization and to remunerate such person in return for services rendered to the Organization;
  - (l) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which is necessary for the promotion of its objects and to construct, alter and maintain buildings necessary for the objects of the Organization;
  - (m) to let, mortgage, sell, manage, lease, dispose of, or otherwise deal with all or any part of the property or assets of the Organization for the promotion of its objects;
  - (n) to invest any moneys of the Organization not immediately required for any of its objects in such reasonable and prudent manner as may from time to time be determined; and
  - (o) to grant donations for any charitable purpose and subject to Part A Articles 12-15 hereof, to grant pensions to any person who is or has been a paid officer or employee of the Organization and to the widow, children and dependants of any such person and to establish and support or contribute to the establishment and support of pension, superannuation, benevolent and other funds, trusts and schemes for his, her or their benefit;
  - (p) to establish and support and to aid in the establishment and support of any other association formed, for all or any of the objects of the Organization, provided that any such association shall be precluded by its constitution from distributing its income or property amongst its members to an extent at least as great as is imposed upon the Organization under or by virtue of Part A Articles 10-15 hereof;
  - (q) to amalgamate with any association having objects altogether or in part similar to those of the Organization. Such association shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Organization under or by virtue of Part A Articles 10-15 hereof;
  - (r) to purchase or otherwise acquire and undertake all or any part of the property, assets and engagements of any one or more of the companies limited by guarantee and having no share capital, institutions, societies, or associations with which the Organization is authorised to amalgamate. Such entities shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Organization under or by virtue of Part A Articles 10-15 hereof; and
  - (s) to do all such other lawful things as are incidental or conducive to the attainment of the above objects.
5. English and Chinese shall be the official languages of the Organization in either or both of which all official meetings and official correspondence shall be conducted.
  6. Those who are currently on the membership list of the “Engineers Without Borders 無國界工程師”, a registered society under the Societies Ordinance (Chapter 151), shall automatically become Members of this Organization.
  7. The Organization Session shall begin with the conclusion of the Annual General Meeting and shall terminate with the conclusion of the Annual General Meeting of the following year.
  8. The administration of the Organization during the Organization Session shall be vested in the Board of Directors as elected in accordance with this Articles of Association.
  9. The registered office of the Organization shall be situated in Hong Kong.

10. The income and property of the Organization, howsoever derived, shall be applied solely towards the promotion of the objects of the Organization as set forth herein.
11. Subject to Part A Articles 13-14 below, no portion of the income and property of the Organization shall be distributed or transferred directly or indirectly, by way of dividend, gift, bonus, or otherwise howsoever, to the Members of the Organization.
12. No member of the Board of Directors or governing body of the Organization shall be appointed to any salaried office of the Organization, or any office of the Organization paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Part A Article 14 below) shall be given by the Organization to any member of the Board of Directors or governing body of the Organization.
13. Nothing herein shall prevent the payment, in good faith, by the Organization of reasonable and proper remuneration to any officer or servant of the Organization, or to any Member of the Organization not being a member of the Board of Directors or governing body of the Organization in return for any services actually rendered to the Organization.
14. Nothing herein shall prevent the payment, in good faith, by the Organization:
  - (a) to any member of its Board of Directors or governing body of out-of-pocket expenses;
  - (b) of interest on money lent by any member of the Organization or its Board of Directors or governing body at a rate per year not exceeding 2 per cent 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 the Organization or of its Board of Directors or governing body; or
  - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Organization or of its Board of Directors or governing body 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.
15. No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Part A Articles 13-14 above.
16. The liability of the Members is limited.
17. Every Member of the Organization undertakes to contribute to the assets of the Organization in the event of its being wound up while he is a Member, or within one year afterwards for payment of the debts and liabilities of the Organization 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 HK\$10.00.

## Part B

### Interpretation

1. In these Part B Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context-

Words	Meanings
The Organization	The above-named Engineers Without Borders (Hong Kong) Limited 無國界工程師(香港)有限公司
The Chairman	The Chairman or the Interim Chairman of General Meeting; The chairman of the Board of Directors from time to time.
Board of Directors	The meaning ascribed to that term in Part B Articles 42 to 45
Director	Any person for the time being appointed as a member of the Board of Directors (including Chairman, Vice-Chairman, Secretary and Treasurer)
Extraordinary General Meeting	The meaning ascribed to that term in Part B Article 20
Founding Member	Founding Member of the Organization as defined in Part B Article 5(a)(i) of these Articles
General Meeting	Inaugural General Meeting, Annual General Meeting or Extraordinary General Meeting
Hong Kong	The Hong Kong Special Administrative Region of the People's Republic of China
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.
Member / Members	Member of the Organization as defined in Part B Article 5 of these Articles and shall include the Founding Members and Ordinary Members of the Organization
Month	Calendar month
The Office	The registered office of the Organization
Ordinary Member	Ordinary Member of the Organization as defined in Part B Article 5(b) of these Articles
The Preparatory	The Preparatory Committee of the Organization
The Seal	The common seal of the Organization
The Secretary	The Secretary of the Board of Directors for the time being
The Treasurer	The Treasurer of the Board of Directors for the time being
The Vice-Chairman	The Vice-Chairman of the Board of Directors for the time being

In these Part B Articles, unless the context otherwise requires:

- (a) Words importing the singular number only shall include the plural number, and vice versa.
- (b) Words importing the masculine gender only shall include the feminine gender; and
- (c) Words importing persons shall include corporations.
- (d) The Chairman shall have the final power of interpretation of these Part B Articles.

## **Membership**

2. For the purpose of registration of the Organization, the number of Members is declared to be 1,000.
3. Membership of the Organization shall be open to any person who is interested in promoting and expediting the objects of this Organization.
4. All such persons who:-
  - (a) have been elected or admitted to be Members by the Board of Directors in accordance with these Articles;
  - (b) by writing under their respective hands in such form as shall from time to time be approved by the Board of Directors, have applied to be admitted to membership and agreed to be bound by these Articles; and
  - (c) have paid the prescribed fees (if any); and
  - (d) have age 18 or above (include 18) when the membership application form is submitted to the Board of Directors,shall become a Member. Those who are currently on the Membership list of the "Engineers Without Borders 無國界工程師", a registered society under the Societies Ordinance (chapter 151), shall automatically become Members of this Organization.
5. Membership of the Organization are divided into the following categories:
  - (a) Founding Members:
    - i) Founding Members shall include all individuals eligible for membership who have submitted the prescribed membership application form to the Preparatory Committee before the Inaugural General Meeting.
    - ii) The rights, privileges and obligations of Founding Members are the same as Ordinary Members.
  - (b) Ordinary Members:

Ordinary Members shall include all such individuals eligible for membership as the Board of Directors may admit to membership.
6. Any person who is eligible for Ordinary Membership may apply to the Board of Directors for admission to membership. Such application shall be made in writing, signed by the applicant, and shall be in such form as the Board of Directors shall from time to time prescribe. The Board of Directors shall consider each application and the Board of Directors may reject or approve the same.
7. The Board of Directors may from time to time determine the terms and conditions on which any further or other person shall be admitted to membership of the Organization.
8. All Members shall be entitled to the following rights and privileges:-
  - (a) to elect and be elected to the Board of Directors;
  - (b) to attend, participate in and vote at General Meetings;
  - (c) to participate in all activities and functions organized by the organization;

9. All Members shall fulfill the following obligations: -
  - (a) abide by the Articles of Association and resolutions of the Organization;
  - (b) pay Membership Fees, Annual Subscriptions (if any) and other fees or monies payable to the Organization.
10. Membership of the Organization shall be terminated: -
  - (a) on receipt by the Secretary of an one month's written notice, or
  - (b) in default in the payment of Membership Fee or Annual Subscription or other fees or monies payable to the Organization pursuant to this Articles for more than six months,
  - (c) by giving 7 days' notice to the organization in writing.
11. The Board of Directors may issue warning to or at an Extraordinary General Meeting specially convened suspend or expel a Member who
  - (a) is convicted by any competent Court on any criminal charge; or
  - (b) infringes the Articles or resolutions of the Organization; or
  - (c) commits corruptive acts by using the name of the Organization and thereby impairing its fair reputation.
12. No Member shall be entitled to transfer his Membership or his rights in the Organization, but the rights of any individual Member shall cease upon his death or termination of his Membership in accordance with this Articles.
13. The Board of Directors may invite any person or persons whether Members or non-Members to become Honorary Advisers of the Organization from year to year. The Honorary Advisers shall not make payment of any fee or subscription. Any person who has accepted the office of an Honorary Adviser may relinquish it at any time, upon written notice being given to the Board of Directors.
14. Every Member shall from time to time notify the Secretary a place of business or residence in Hong Kong to be registered as his place of address and the place so registered from time to time, shall for the purposes of all ordinances and these Articles be deemed his registered place of address.

#### **Membership Fee & Annual Subscriptions**

15. The Board of Directors may from time to time determine the amount of the Membership Fee to be paid upon admission to membership (if any) and the amount of Annual Subscription (if any).

#### **General Meeting**

16. The Organization shall hold its Annual General Meetings in accordance with Section 609 to 616 of the Companies Ordinance.
17. The resolution of a General Meeting shall possess the highest authority in all matters affecting the Organization.



18. The functions and powers of the Annual General Meeting shall be:-
  - (a) to receive and adopt the minutes of the previous Annual General Meeting together with the minutes of all Extraordinary General Meetings which may have been held since the previous Annual General Meeting;
  - (b) to receive and adopt the Annual Report of the Board of Directors of the immediate Organization Session;
  - (c) to receive and adopt the income and expenditure account and the balance sheet of the immediate Organization Session prepared by the Treasurer;
  - (d) to elect Members to the Board of Directors;
  - (e) to discuss and decide any matter within this Articles of Association.
19. Any Member wishing to bring before the Annual General Meeting any motion not relating to the business stated in Part B Article 18 shall give notice of such motion to the Board of Directors through the Secretary at least seven days before the date fixed for the Annual General Meeting, and no such motion shall come before the Meeting unless such notice has been given, or unless the Board of Directors shall see fit to dispense with this rule in any particular case.
20. All General Meetings, other than the Inaugural General Meeting and Annual General Meetings, shall be called Extraordinary General Meetings.
21. The Board of Directors may whenever they think fit convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened upon the written requisition of at least five percent of the total voting rights of all the Members for the time being. Any such request shall specify the objects of the proposed meeting.
22. Annual General Meeting shall be called by at least twenty-one (21) days' notice as specified in Section 572 (1) & (2) of the Companies Ordinance, and a General Meeting of the Organization other than an Annual General Meeting or a General Meeting for the passing of a special resolution shall be called by at least fourteen (14) days' written notice. The notice shall be exclusive of the day on which it is served or deemed to be served, but inclusive of the day for, which it is given, and shall specify the place, the day and hour of the General Meeting, and in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are under these Articles entitled to receive such notices. Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than that specified in this Articles of Association, be deemed to have been called if it is so agreed:
  - (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other General Meeting, by a majority in number of the Members entitled to attend and vote thereat being a majority together representing not less than 95 percent of the total voting rights of all the Members entitled to attend and vote thereat.
23. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.



### Proceedings at General Meetings

24. At any General Meeting, ten percent of the Members for the time being of the Organization or ten Members personally present, whichever is the less, shall constitute a quorum. No business shall be transacted at General Meeting unless a quorum is present when the meeting proceeds to business.
25. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
26. The Chairman shall preside as Chairman at every General Meeting, save the Inaugural General Meeting. The Chairman of the Inaugural General Meeting shall be appointed by the Preparatory Committee and such appointment shall be ratified by the Founding Members attending the meeting. If at any General Meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, then the Vice- Chairman shall act as Interim Chairman. If the Vice-Chairman is not present or not willing to preside the meeting, Members present at the meeting shall elect a Member as interim Chairman to preside over that meeting.
27. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid. Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
28. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, the balance sheets, and the Annual Report of the Board of Directors, and the election of Directors.
29. Subject to the provisions of this Article if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith.
30. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
31. The election of Directors, save for the First Board of Directors members, shall be by either secret ballot or show of hands. The General Meeting at which the election is to take place shall determine the mode of election.
32. The Board of Directors may invite any persons to be observers of a General Meeting. In avoidance of doubts, such observers shall not be entitled to vote at General Meeting.
33. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the General Meeting shall be entitled to a second or casting vote.

34. 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 results of a show of hands) demanded:
- (a) by the Chairman of the meeting; or
  - (b) by at least five Members present in person; or
  - (c) by any Member or Members present in person 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 demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Organization, 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.

The chairman of the meeting shall nominate at least three Members present to act as scrutineers on any poll.

35. Except as provided in Part B Article 36, if a poll is duly demanded and the demand be not withdrawn it shall be taken in such manner and at such time and place as the Chairman of the meeting may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
36. A poll demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith. A poll demanded on any other question shall be taken within 60 days after the date of the meeting in accordance with Part B Article 35, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

### **Votes of Members**

37. Every Member shall be entitled to one vote at those General Meetings at which he is present in person, whether the vote is taken by a show of hands or a poll. No Member may vote at any General Meeting by proxy.
38. A Member qualified to vote, being present at any General Meeting in person may decline to vote on any question before the Meeting, but shall not by so declining be considered absent from the meeting.
39. No Member who is in arrears in any subscription or other sum or sums payable by him to the Organization shall be entitled to be present or to vote at any General Meeting, or upon a poll, or to be reckoned in a quorum.
40. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote not disallowed at such meeting or poll shall be valid. The chairman of the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.
41. A resolution passed by a General Meeting shall be an ordinary resolution when it has been passed by a majority of the votes cast by the Members present in person at that meeting and shall be a special resolution when it has been passed by not less than three-fourths of the votes cast by the Members present in person at that meeting.

### **The Board of Directors**

42. The Board of Directors, as the governing body of the Organization, shall generally manage and conduct the affairs and operation of the Organization.
43. The Board of Directors of the Organization is composed of persons elected by the Organization in accordance with the provisions of these Articles (the "Board of Directors"). Only those had been a Member for at least three years as nominated and proposed by a Member and seconded by two Members or those Members having secured one-half nomination from the existing Board of Directors, as proposed by a Director and seconded by two other Directors, shall be eligible to become Directors.
44. The Board of Directors shall consist of not fewer than three (3) and not more than fifteen (15) Directors. The specific number of Directors shall be determined at the Annual General Meeting at which they are elected.
45. The Board of Directors shall consist of the following honorary offices.
  - (a) Chairman;
  - (b) Vice-Chairman(s) (consisting of the first Vice-Chairman and a maximum of 2 others)
  - (c) Secretary;
  - (d) Treasurer;
  - (e) Directors;

### **Election and rotation of Directors**

46. The serving term of the first Board of Directors shall be up to the end of the second Annual General Meeting and thereafter between 2 consecutive Annual General Meetings.
47. A retiring Director shall be eligible for re-election.
48. At each alternate Annual General Meeting, the Members present shall by ordinary resolution elect Members to fill the offices vacated by the Directors retiring from office at that Annual General Meeting and in default, the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Board of Directors shall have been put to the meeting and lost.
49. Notwithstanding Part B Article 48, the Members present may by ordinary resolution elect additional Directors, provided that the total number of Directors shall not thereby exceed the maximum number of Directors fixed by these Part B Articles.
50. Candidates for the office of Director other than a person retiring at the meeting will only be eligible for election as a Director at a General Meeting if nominated by a Director other than the candidate himself, and seconded by two other Directors at least 10 days before the General Meeting at which he is proposed to be elected.
51. Notwithstanding Part B Article 48, the Organization may by ordinary resolution elect, and without prejudice thereto, the Directors shall have power to appoint, a Member to be a Director to fill a casual vacancy, but so that the total number of Directors shall not thereby exceed the maximum number of Directors fixed by these Articles. Any Member so appointed shall hold office only until the end of the current term of the Board of Directors.

## **Powers and Duties of the Board of Directors**

52. The Board of Directors shall administer the affairs of the Organization between General Meetings. Subject to any instructions given by the Members at General Meeting, the Board of Directors shall have power to discuss and decide any matter within the competence of the Organization, and may exercise all such powers of the Organization, and do on behalf of the Organization all such acts as may be exercised and done by the Organization, and as are not by statute or by this Articles of Association required to be exercised or done by the Organization at General Meeting, subject nevertheless to any regulations of this Articles of Association to the provisions of the statutes for the time being in force and affecting the Organization, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Organization at General Meeting, but no regulation made by the Organization at General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.
53. The Board of Directors may act notwithstanding any vacancy in their body; provided always that in case the number of Directors shall at any time be or be reduced in number to less than the number prescribed by or in accordance with this Articles of Association the Board of Directors shall be lawful to act as the Board of Directors for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
54. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn or accepted by the Chairman and the Treasurer or such person or persons as authorized by the Board of Directors.
55. The Board of Directors shall have power to prescribe rules for the Organization and amount of Membership Fee, Annual Subscription or other fees payable by Members and to vary such Rules, Membership Fee, Annual Subscription or such other fees from time to time.
56. Without prejudice to the general powers conferred by the preceding Articles, and the other powers conferred by these Articles, it is hereby expressly declared that the Board of Directors shall have the following powers only in the furtherance of the objects of the Organization, that is to say power:
  - (a) to provide for the establishment and conduct of any branch office in any part of the world for the transaction and management of the operation of the Organization;
  - (b) subject to Part A Articles 12-15 of the Articles of Association from time to time to appoint any corporation, firm, person or body of persons to be the solicitor or solicitors or relevant professional consultant of the Organization in any part of the world for such purposes and with such powers authorities and discretion and subject to such conditions as may be thought fit;
  - (c) to establish an editorial board for the editing, publication distribution and circulation of the regular periodical publication of the Organization. The regular periodical publication of the Organization shall be distributed to Members and such other persons or organizations for such moderate fee or free of charge as the Board of Directors may from time to time decide; and,
  - (d) subject to Part A Articles 12-15 of the Articles of Association, to employ any person in full-time and / or part-time basis, necessary for the purpose of the Organization's operation.
  - (e) to make rules for the regulation of the Organization and its affairs; and exercise all the powers, authorities and discretion of the Organization and enter into such contracts and do all such acts and things as may be obtained, entered into or done by the Organization, except only such of them as under the Ordinance or these Articles are expressly directed or required to be exercised, obtained, entered into or done by the Organization in General Meeting.
  - (f) to bring before a General Meeting any matters which they consider material to the Organization, or its objects or interests as defined in the Articles, and make any

- recommendation they consider proper in relation thereto;
- (g) to take cognisance of any matter which may be brought before them affecting the Organization or the conduct of any of its Members as affecting the reputation of the Organization;
  - (h) to incur, agree and pay any expenses in connection with the Organization's objects and undertakings;
  - (i) with the sanction of a General Meeting, to raise any loan or loans, or secure the fulfilment of any contract or engagement of the Organization in any manner, upon any security, and on any terms authorized by such meeting;
  - (j) to invest such part of the funds of the Organization in a reasonable and prudent manner as shall not be required to satisfy or provide for immediate demands in such securities or investments as it may think advisable, and may from time to time vary such securities and investments and convert the same as occasion may require or as it may deem expedient; and
  - (k) subject to these Articles, to do all other lawful things that they may consider expedient for or in relation to any of the matters aforesaid, or otherwise conducive to the interests or good management of the Organization, or the promotion of its objects, including the making, variation and annulment of regulations for any of the purposes aforesaid, provided always that any regulation may be set aside by a special resolution of a General Meeting.
57. Without prejudice to the generality of Part B Article 56, the Directors present at the first meeting of the Board of Directors after each Annual General Meeting of the Organization shall elect a Chairman and up to three (3) Vice-Chairmen from amongst their number.
58. Any casual vacancy in these offices shall be filled for any unexpired portion of the year then current in like manner at the next meeting of the Board of Directors after the occurrence of such casual vacancy; special notice of such last-mentioned meeting and of the existence of any such casual vacancy shall be given to all the Directors.
59. In the event of vacancy occurring in the office of Chairman, the Vice-Chairman shall act as the Acting Chairman. In the event of vacancies occurring in any membership in the Board of Directors other than that of the Chairman, the Board of Directors shall appoint a Member or Members to fill the vacancy or vacancies. Any Member or Members so appointed shall retire at the next Annual General Meeting, but shall be eligible for re-election if duly nominated or seconded.
60. The Chairman shall
- (a) chair all General Meetings (save the Inaugural General Meeting) and Board of Directors Meetings;
  - (b) execute or ensure execution of all instructions, decisions and resolutions of the Board of Directors and General Meetings;
  - (c) exercise such power conferred on and delegated to him by the Board of Directors and General Meetings and such usual power of a Chairman of an institution of similar nature;
  - (d) perform such duty delegated to him by the Board of Directors and General Meetings and such usual duty of a Chairman of an institution of similar nature;
  - (e) present the Annual Report of the Board of Directors for during the relevant Organization Session or at the Annual General Meeting.

61. The Vice-Chairman shall
- (a) assist the Chairman to perform and fulfill his duty;
  - (b) be the Acting Chairman of the Organization and assume all of his rights and duties in the absence of the Chairman;
  - (c) exercise such power conferred on and delegated to him by the Board of Directors and General Meetings and such usual power of a Vice- Chairman of an institution of similar nature; and
  - (d) perform such duty delegated to him by the Board of Directors and General Meetings and such usual duty of a Vice-Chairman of an institution of similar nature.
62. The Secretary shall
- (a) be responsible for the general correspondence and secretarial work of the Organization;
  - (b) record the proceedings of all meetings of the Organization;
  - (c) prepare the minutes of all meetings of the Organization;
  - (d) convene the Annual General Meeting on the instruction of the Board of Directors;
  - (e) convene any Extra-Ordinary General Meetings in accordance with the provision of this Articles of Association;
  - (f) maintain an up-to-date membership roll of the Organization; and
  - (g) handle any request relating to the Personal Data (Privacy) Ordinance.
63. The Treasurer shall
- (a) keep a full and accurate record of all financial transactions of the Organization in the Organization's account book;
  - (b) present a full financial report and the Balance Sheet for the relevant Organization Session at the Annual General Meeting;
  - (c) jointly sign with the Chairman all cheques pertaining to all financial transactions of the Organization; and
  - (d) be responsible for the solicitation and management of sponsorships and donations and other related matters of the Organization.
64. The Board of Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments made by the Board of Directors;
  - (b) of the names of the Directors present at each meeting of the Board of Directors and of any committee of the Directors; and
  - (c) of all resolutions and proceedings at all meetings of the Organization and of the Board of Directors and of committees of the Directors, and every Director present at any meeting of the Board of Directors or committee of the Directors shall sign his name in a book to be kept for that purpose.
65. Every such minute, when so recorded and signed, shall, in the absence of proof or error therein, be a correct record of an original proceeding, and shall be received in evidence without further proof.

### **Election of the First Board of Directors**

66. The members of the First Board of Directors shall be elected at the Inaugural General Meeting.
67. All Founding Members are eligible for elections to the First Board of Directors.
68. A Founding Member may be nominated for election by a Founding Member attending in person and seconded by another Founding Member at the Inaugural General Meeting.
69. The method of voting shall be by show of hands in accordance with the articles governing the proceedings of General Meeting.

70. The candidate shall be elected by a majority of votes. In case of an equality of votes, the Chairman of the Inaugural General Meeting shall have a second or casting vote.

### **Election of Board of Directors Members of the Second and Subsequent Organization Sessions**

71. The Directors of the Board of Directors, save the First Board of Directors, shall be elected in accordance to the Election of Directors of the Second and Subsequent Organization Sessions provisions in this section.
72. Nominations for the membership to the Board of Directors must be submitted to the Secretary at least 10 days before the Annual General Meeting on forms especially provided for the purpose. Any nominations received after the stipulated time shall be null and void.
73. Such nomination forms shall be sent to all Members with the notice of the Annual General Meeting.
74. Any candidate may campaign individually for election.
75. The candidates shall be elected by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
76. At the appropriate Annual General Meeting, which a Director retires from office, his retirement shall not take effect until the adjournment of the Meeting.

### **Disqualification of Directors**

77. A Director shall vacate office:-
- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors; or
  - (b) if he dies or becomes of unsound mind whilst in office; or
  - (c) if by notice in writing to the Organization he resigns his office; or
  - (d) if ceases to be a Member of the Organization;
  - (e) if he is incapacitated for a substantial period; or
  - (f) if he is removed from office by a resolution duly passed at an Extraordinary General Meeting specially convened for such purpose.

### **Proceedings of the Board of Directors**

78. The Board of Directors may meet together for the despatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Any Director may, and the Secretary on the requisition of two Directors shall, at any time summon a meeting of the Board of Directors.
79. At all meetings of the Board of Directors. the Chairman, or in his absence a Vice-Chairman elected by the Vice-Chairmen present, shall be chairman of the meeting, and in the absence of both, a chairman of the meeting shall be elected from among those present.
80. The quorum necessary for the transaction of business of the Director shall be three Directors present in person. No Director may attend any meeting of the Board of Directors by proxy.
81. Notwithstanding any vacancy in their body, the continuing Directors may continue to act, but if and so long as the number of Directors is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board of Directors, the continuing Directors may only act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting, but for no other purpose.



82. Resolutions at any meeting of the Board of Directors shall be decided by a majority of votes. Each Director shall be entitled to one vote at those meetings of the Board of Directors at which he is present in person. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote. No Director may vote at any meeting of the Board of Directors by proxy.

83. If a Director is directly or indirectly interested in any transaction, arrangement or contract, or proposed transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Organization's operations) with the Organization and, if his interest in the transaction, arrangement or contract is material, he shall declare the nature of his interest in manner required by Sections 536 to 541 of the Companies Ordinance.

A Director shall not vote nor be counted for quorum purposes in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

84. All acts done by any meetings of the Board of Directors shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

85. A resolution in writing, signed by all the Directors for the time being in Hong Kong and entitled to receive notice of a meeting of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

### **Committees**

86. The Board of Directors may delegate any of its powers to committees consisting of such member or members and the powers so delegated conform to any regulation that may be imposed on it by the Board of Directors.

87. A committee of the Directors may elect a chairman of its meetings. if no such chairman is elected, or if at any meeting the chairman is not present, the members of the committee present may choose one of their numbers to be chairman of the meeting.

88. A committee of the Directors may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

### **Secretary**

89. Subject to Part A Articles 12-15 of the Articles of Association, the secretary shall be appointed by the Directors 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.

90. A provision of the Companies Ordinance or these Articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

## **The Seal**

91. The Board of Directors shall provide a Seal for the purposes of the Organization and shall provide for its safe custody. The Seal shall only be used by the authority of the Board of Directors.
92. Every instrument to which the Seal shall be affixed shall be signed by two Directors and shall be countersigned by the Secretary or by a third member of the Board of Directors or by some other person appointed by the Board of Directors for the purpose.
93. A separate book shall be kept, to be called the "Seal Register", in which prior to affixing the Seal to any document there shall be entered a short title and description of the same, together with the date of the minutes authorizing the Seal to be affixed thereto, and such entry shall be signed by a Director and countersigned by the Secretary. The provisions of the Part B Article 92 shall be deemed for guidance only, and the non-observance thereof shall not invalidate any documents to which the Seal is affixed as provided by these Articles.

## **Finance**

94. No person, except the Board of Directors and its committees, and persons duly authorised by them and acting within the limits of the authority so conferred, shall have authority to give receipts for moneys or otherwise, or to enter into any contract, so as thereby to impose any liability on the Organization, or otherwise to pledge the credit of the Organization.
95. All cheques, promissory notes, drafts, bills of exchange, and ether negotiable instruments, shall be made, signed, drawn, accepted and endorsed, or otherwise executed by at least two of the Chairman, Vice-chairman, Secretary and Treasurer.

## **Accounts**

96. The accounting records shall be kept at the Office, or at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the Directors.
97. The Board of Directors 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 Organization, or any of them, shall be open to the inspection of Members, not being Directors. No Member (not being a Director) shall have any right of inspecting any account or book or document of the Organization except as conferred by statute or authorized by the Board of Directors or the Organization at a General Meeting.
98. The Board of Directors shall from time to time cause to be prepared and to be laid before the Organization at the Annual General Meeting or the Organization Session such income and expenditure accounts, balance sheets, and reports as shall be required by this Articles of Association.
99. A copy of every balance sheet (including every document to be annexed thereto) which is to be laid before the Organization at the Annual General Meeting, together with a copy of the Board of Directors' Annual Report and a copy of the Auditor's Report, shall not less than twenty-one days before the date of the meeting be sent to every Member provided that this Article shall not require a copy of these documents to be sent to any Member who is not entitled to receive notices of general meetings of the Organization.

100. The General Meeting may, by passing a valid resolution, appoint any qualified accountant or firms of qualified accountants to audit the financial records of the Organization. All the costs and expenses incurred shall be paid by the Organization.
101. True accounts shall be kept of the sums of money received and expended by the Organization, and the matters, in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Organization and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Organization for the time being in force; such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Organization shall be examined, and the correctness of the balance sheet ascertained by one or more authorized auditor or auditors.
102. The Board of Directors shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Organization and the matters in respect of which the receipts and expenditure take place;
  - (b) all donation receipts;
  - (c) all sales and purchases of goods by the Organization; and
  - (d) the assets and liabilities of the Organization.
103. 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 Organization's affairs and to explain its transactions.

#### **Auditors**

104. Auditors shall be appointed and regulated in accordance with Sections 392 to 428 of the Companies Ordinance.

#### **Notices**

105. Any such notice, if given by facsimile or e-mail, shall be deemed to have been served on despatch. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day after the day when it was put in the post and in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day on which it was so delivered or left.
106. Notice of every General Meeting shall be given in any manner authorized by this Articles of Association to:-
- (a) every Member except those Members whose membership has been terminated or upon his death or who (having no registered address within Hong Kong) have not supplied to the Organization an address within Hong Kong for the giving of notices to them;
  - (b) the Honorary Patrons and the Honorary Advisers of the Organization.

#### **Amendment**

107. This Articles of Association may be amended by a Special Resolution at a General Meeting. A Special Resolution means a resolution of which at least twenty-eight days' written notice intimating specifically the changes proposed has been given to all person as are under this Articles of Association entitled to receive such notice from the Organization, and is passed by a majority of not less than seventy-five percent of the votes cast at a General Meeting.

## **Dissolution**

108. If upon the winding up or dissolution of the Organization there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Organization, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Organization, 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 Organization under or by virtue of Part A Articles 10-15 of the Articles of Association, such institution or institutions to be determined by the Members of the Organization at or before the time of dissolution and in default hereof by such Judge of the High Court of the Hong Kong Special Administrative Region as may have or may acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable objects.

We, the persons whose names is given below, wish to form a company, in pursuance of this Articles of Association:-

Name(s) and Address(es) of Founder Member(s)
(Sd.) KWAN TAK WAH 關德華 10G, LING PAK MANSION, PARKVALE, QUARRY BAY, HONG KONG. MERCHANT
(Sd.) TAM KIT YING SUSANNA 譚潔瑩 NO. 32, 19TH STREET, HONG LOK YUEN, TAI PO, HONG KONG. MERCHANT
(Sd.) MOK SIU CHEUNG 莫紹祥 2/F, 1B SAN LEE UK TSUEN, HUNG SHUI KIU, YUEN LONG, N.T., HONG KONG. MERCHANT
(Sd.) CHAN CHI WING 陳志榮 FLAT C, 38/F., BLOCK 2, KWUN LUNG LAU, KENNEDY TOWN, HONG KONG. MERCHANT
(Sd.) LAU CHUNG SHING 劉宗成 FLAT A, 28/F., TOWER 7, PHASE II, TAI HING GARDENS, TUEN MUN, N.T., HONG KONG MERCHANT
(Sd.) CHOY KAI SING 蔡啟昇 FLAT D, 40/F., TOWER 2, SKY TOWER, 38 SUNG WONG TOI ROAD, TOKWAWAN, KOWLOON, HONG KONG MERCHANT
(Sd.) LEE CHUN NIN 李俊年 FLAT B, 23/F., BLOCK 1, CRYSTAL PARK, YUEN LONG, N.T., HONG KONG MERCHANT

Date the 24th day of June, 2015.