

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee  
and not having a Share Capital

MEMORANDUM OF ASSOCIATION  
OF  
THE JUDO ASSOCIATION OF HONG KONG, CHINA  
中國香港柔道總會

1. The name of the company is “THE JUDO ASSOCIATION OF HONG KONG, CHINA” (中國香港柔道總會) (“the Association”).
2. The registered office of the Association will be situated in Hong Kong Special Administrative Region.
3. The primary objects for which the Association is established are:-
  - (a) to promote and maintain interest in the sport of judo.
  - (b) to organise and co-ordinate judo competitions in or outside Hong Kong Special Administrative Region and to participate or manage for its members or other persons to participate in judo competitions or functions organised by other bodies interested in judo both in or outside Hong Kong Special Administrative Region.
  - (c) to organise and co-ordinate judo functions including coaching schemes, or courses, and demonstrations and the compilation and dissemination of judo news.
4. The Association shall have the following powers exercisable in furtherance of the said primary objects but not otherwise:-
  - i. to promote, arrange, organise and conduct conferences, meetings, discussions, seminars, lectures, and any other type of judo activities thought appropriate by the Executive Committee to deal with all aspects of judo.
  - ii. to print, publish or otherwise disseminate or procure the printing, publishing or other dissemination gratuitously or otherwise of any

- reports, periodicals, books, newspapers, pamphlets, leaflets, or other documents and to broadcast, televise or make and issue or otherwise show films and videotapes or to procure the broadcasting, television or the making issuing and showing of films;
- iii. to seek and maintain membership with local or international organizations of like nature to that of the Association;
  - iv. subject to s.17 of the Companies Ordinance (Cap.32), to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of the primary objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;
  - v. to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of the primary objects;
  - vi. to undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to the primary objects;
  - vii. to borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit;
  - viii. to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities of property as may be thought fit;
  - ix. to establish and support or aid in the establishment and support of any judo associations or institutions with similar objects to the Association and to subscribe or guarantee money for any charitable purpose in any way connected with the purposes of the Association or calculated to further the primary objects; and
  - x. to do all such other lawful things as are incidental or conducive to the attainment of the primary objects or any of them.

**PROVIDED THAT :-**

- (a) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers

and organizations of workers and organizations of employers.

(c) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.

5 (i) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association.

(ii) Subject to Clause (iv) and (v) below, no option of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.

(iii) No member of the Executive Committee of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in clause (5) below) shall be given by the Association to any member of the Executive Committee.

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

(v) Nothing herein shall prevent the payment, in good faith, by the Association:-

- (a) to any member of its Executive Committee of out-of-pocket expenses;
- (b) of interest on money lent by any member of the Association or its Executive Committee at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hong Kong 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 Association or of its Executive Committee;
- (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Executive Committee is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of this capital or controlling not more than a one-hundredth part of its votes.

(vi) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clause (iv) and (v) above.

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$100.00.
8. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the Court of First Instance of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
9. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, such accounts shall be open to inspection by the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by a properly qualified Auditor or Auditors.
10. No addition, alternation or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such alternation has previously been submitted to and approved by the Registrar of Companies in writing.

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a company in pursuance of this

Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers

1. CHENG CHAO MING ( )  
Room 1008-9, Shun Tak Center,  
West Tower,. 168-200 Connaught Road,  
Hong Kong SAR, MERCHANT
2. CHAN HUNG WAI ( )  
4<sup>th</sup> Floor, 272B, Lai Chi Kok Road,  
Kowloon, Hong Kong SAR, MERCHANT
3. CHEUNG WING LOCK ( )  
17<sup>th</sup> Floor, Block 2, Hong Kong Garden,  
Tsing Lung Tau, Tsuen Wan, New Territories,  
Hong Kong SAR, MERCHANT
4. WONG PO KEE ( )  
Block E, 13<sup>th</sup> Floor,  
Sun Wai Banking Building, 774 Nathan Road,  
Kowloon, Hong Kong SAR, PUBLICATION EXECUTIVE
5. CHEUNG KUM HOI ( )  
Ground Floor, 18 Wo Tai Street, Farling, New Territories,  
Hong Kong SAR, MERCHANT
6. TSOI CHI YIN ( )  
13A, Block 2, Roca Centre, North Point,  
Hong Kong SAR, CIVIL SERVANT
7. LUI HON WAH ( )  
22<sup>nd</sup> Floor, Evergo House, 38 Gloucester Road, Wanchai  
Hong Kong SAR, BANKING EXECUTIVE
8. YEUNG LUEN LIN ( )  
Room 504, Block T, Telford Garden, Kowloon Bay,  
Hong Kong SAR, CIVIL SERVANT

9. PANG SHU FONG ( )  
B7, 13<sup>th</sup> Floor, Fuk Cheong Building, 1044 King's Road,  
Hong Kong SAR, MERCHANT

Dated the 25<sup>th</sup> day of April, 1999

WITNESS to the above signatures:-

Simon S. M. Lau  
Solicitor  
Hong Kong Special Administrative Region  
LOUSICH & COMPANY  
Suite B, 23/F Heng Shan Centre,  
145 Queen's Road East,  
Wanchai, Hong Kong

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ARTICLES OF ASSOCIATION  
OF  
THE JUDO ASSOCIATION OF HONG KONG, CHINA  
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PRELIMINARY

1. In these presents 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 Ordinance”

The Companies Ordinance, Chapter 32.

“these presents”

These Articles of Association as originally framed, or as from time to time altered by Special Resolution.

“the Association”

The Judo Association of Hong Kong, China  
(中國香港柔道總會)

“Voting Members”

bodies incorporated or unincorporated with at least 15 Individual Members admitted as members of the Association with voting rights pursuant to these presents.

“Observers”

bodies incorporated or unincorporated not admitted as Voting Members of the Association but have limited rights pursuant to these presents.

“Associated Members”

persons not admitted as Individual Members of the Association but having limited rights pursuant to these presents.

“Individual Members”

persons who are members of the Voting Members admitted as members of the Association pursuant to these presents.

“Honorary Individual”

persons admitted as members of the Association with no voting rights pursuant to these presents.

“the Executive Committee”

the management of the Association comprising the officers and members elected or co-opted pursuant to Clause 14.

“the office”	the Registered office of the Association.
“the officers”	the office bearers of the Association as set out in Clause 12(a).
“the Seal”	the Common Seal of the Association.
“Secretaries”	officer(s) of the Executive Committee appointed to perform the duties of the secretaries of the Association.
“Treasurer”	officer of the Executive Committee appointed to perform the duties of treasurer of the Association.
“in writing”	written, or produced in any visible substitute for writing, or partly one and partly another.

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

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

And unless the context otherwise requires, words or expressions contained in these presents shall bear the same meanings as in the ordinance or any statutory modification thereof in force at the date at which these articles become binding on the Association.

- For the purposes of registration, the number of members of the Association is declared to be 1,000 but the Executive Committee may by resolution from time to time register an increase of members and, in accordance with Section 10(3) of the Ordinance, give notice of the increase to the Registrar of Companies within fifteen



days after the increase was resolved or took place.

3. The Association is established for the purpose expressed in the Memorandum of Association.

### **MEMBERS**

4. The subscribers to the Memorandum of Association and of these Articles, such persons or bodies incorporated or unincorporated who are members of the unincorporated body known as “The Judo Association of Hong Kong, China” and such persons or bodies incorporated or unincorporated as the Executive Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association and their names shall be entered in the Register of members accordingly.
5. Every application for membership shall be made in writing signed by the applicant in such form as the Executive Committee shall from time to time prescribe or approve, and the Executive Committee shall have an absolute discretion to accept or reject any application and to decide in which class of membership an applicant is to be admitted.
6. The privileges of the members shall not be transferable or transmissible and shall cease on death or dissolution.
7. The classes of members and the qualifications, restrictions and conditions applicable to each class shall be as follows:-
  - (a) There shall be the following classes of members, namely:-
    - (i) **INDIVIDUAL MEMBERS**  
These shall comprise persons who are admitted as members of any Voting Member and have demonstrated a continuous interest in judo and a desire to promote the sport of judo.
    - (ii) **ASSOCIATED MEMBERS**  
These shall comprise persons who are not admitted as members of any Voting Member but have demonstrated an interest in judo.
    - (iii) **VOTING MEMBERS**

These shall comprise organisations, societies, associations or other bodies incorporated or unincorporated with at least 15 Individual Members of this Association which are interested in the sport of judo and the promotion of such sport.

(iv) OBSERVERS

These shall comprise organizations, societies, associations or other bodies incorporated or unincorporated which are interested in the sport of judo and the promotion of such sport.

(v) HONORARY INDIVIDUAL MEMBERS

These shall comprise such individual persons who have rendered distinguished service to the Association or in the promotion of the sport of judo as the Executive Committee shall bestow such honorary title upon as the Executive Committee may deem fit.

- (b) The Executive Committee shall have absolute discretion in accepting or refusing anyone for membership and in the event of refusal shall not be required to give any reasons thereof.
- (c) The Executive Committee shall have the power hereinafter contained by written notice to suspend the membership of any member who fails to abide by the Memorandum and Articles of Association of the Association and his membership shall be terminated forthwith if the decision of the Executive Committee is endorsed by members in general meeting. Notwithstanding, the member being suspended shall be entitled to be heard on the intended resolution at the general meeting before he is being expelled from the Association.
- (d) Any member may resign from the Association at any time by a written notification to that effect.
- (e) Every Associated and Individual Member unless residing overseas shall pay an annual subscription as determined by the Executive Committee from time to time except that in the case of a new member his first subscription shall be payable upon his first application for membership.
- (f) Every observer and Voting Member shall pay an annual subscription to be prescribed by the Executive Committee from time to time except that in the case of

a new member its first subscription shall be payable upon its application for membership.

(g) If an application for membership is refused, the first subscription or donation shall be returned to the applicant.

(h) Associated Members, Individual Members and observers shall be entitled to all the rights and privileges of membership, except that they shall not be entitled to receive notices of General Meeting or to vote at General Meetings or to take part in the election of or be qualified to be members of the Executive Committee.

(i) Without prejudice to all the rights and privileges of membership, each Voting Member shall be entitled to receive notices of General Meetings and have the right to nominate one representative to attend thereat and shall be entitled to one vote at General Meetings.

(j) Honorary Individual Members shall not be deemed as members for the purposes of the purposes of the ordinance or Clause 7 of the Memorandum of Association and accordingly particulars in relation to them shall not be entered in the Register of Members but they shall (subject as aforesaid) be entitled to all the rights and privileges of membership, except that they shall not be entitled to vote at General Meetings or to take part in the election of or be qualified to be members of the Executive Committee.

(k) Membership of any class shall entitle members of that class to such privileges, in addition to those conferred by these presents, as the Executive Committee shall from time to time prescribe.

8. If any member liable to payment of an annual subscription shall not have paid the same within such period as determined by the Executive Committee, he shall cease on that date to be entitled to any of the rights and privileges of membership until the subscription shall have been paid.

9. A member shall cease to be a member of the Association and his name shall be removed from the Register of Members accordingly under the following circumstances:-

(a) If by notice in writing to the Association he resigns his membership;

- (b) If (in the case of a member liable to payment of an annual subscription) his annual subscription remains unpaid within such period as stipulated by the Executive Committee, the Executive Committee under its power in that behalf hereinafter contained resolves that his membership be determined;
  - (c) If his membership is terminated in accordance with Article 7(c) hereof;
10. A person ceasing for any reason to be a member of the Association shall not be entitled to a refund in whole or in part of any annual subscriptions or other moneys already paid by him to the Association and he shall remain liable for payment of all annual subscriptions or other moneys due by him to the Association at the date on which he ceased to be a member.

### **PRESIDENTS AND OFFICERS**

11. A President and three Vice Presidents shall be appointed once every two years at Annual General Meetings by the Voting Members upon the nomination by the Executive Committee. Any person of good repute and standing who is considered by the Executive Committee to be supportive of attainment of the primary objects of the Association is eligible for such appointment and shall serve for the period from the date of their appointment to the date of the Annual General Meeting to be held two years after the date of appointment at which they shall retire but be eligible for re-appointment. They shall be responsible for officiating all ceremonial functions of the Association. Despite their appointment, the advisory roles of the President and Vice-President shall not affect the independent exercise of the powers of the Executive Committee pursuant to these presents who shall be ultimately responsible for the management of the Association in pursuance of its objects.
12. (a) The officers shall consist of a Chairman, a Vice-Chairman, three Secretaries and a Treasurer, elected once every two years at the Annual General Meeting (“the officers”). Casual Vacancies arising at other times shall be filled by co-option by the Executive Committee. Officers shall be elected from the Voting Members and shall serve for the period from the date of their election or co-option to the date of the Annual General Meeting to be held two years after the date of election of the Executive Committee members and shall then be eligible for re-election.

(b) The Chairman shall chair all Executive Committee meetings and shall represent the Association in dealing with outside bodies. In the event of his/her absence, the Vice-Chairman shall act as a deputy to discharge the duties of the Chairman.

(c) The Treasurer shall be responsible for managing the Association's funds and shall present a financial report at the Annual General Meeting. This report shall be audited by the Auditors elected yearly in General Meeting.

### **EXECUTIVE COMMITTEE**

13. There shall be an Executive Committee for the management of the affairs of the Association.
14. The Executive Committee shall consist of the officers and at least three but not more than nine Executive Committee Members who are nominated by the designated representatives of the Voting Members and elected once every two years at the Annual General Meeting. Casual Vacancies occurring during the year shall be filled by co-opting Voting Members.
15. The Executive Committee shall be responsible for organizing and transacting all business of the Association in pursuance of its objects.
16. The Executive Committee shall manage the business and affairs of the Association, exercise all the powers of the Association and do all such acts as may be exercised or done by the Association, except only such of them as under ordinance or regulations and the Memorandum and Articles of Association of this Association are expressly directed to be exercised or done by the Association in General Meeting but not regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
17. The Executive Committee shall be responsible for organising the scientific and social programme of the Association.
18. The Executive Committee may from time to time make rules and bye-laws for the conduct of the business of the Association, the conduct of General Meetings, of

their own meetings, and the appointment, constitution and conduct of meetings of Sub-Committees, or any other matter affecting the affairs of the Association or the rights privileges or duties of members and may alter and rescind any rules or bye-laws so made, PROVIDED THAT

(a) no rule or bye-law so made shall be inconsistent with or involve an alteration or involve an alteration or amendment of or addition to these presents which could only properly be effected by a Special Resolution or shall deal with any matter which can only properly be dealt with by the Association in General Meeting, and

(b) such rules and bye-laws shall be subject to ratification by the Association in General Meeting.

19. The Executive Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof.

20. The Executive Committee may from time to time appoint any member to fill a vacancy (whether casual or arising from a failure to elect sufficient Executive Committee members at an Annual General Meeting or as an addition to the existing members of the Executive Committee) but so that the total number of members of the Executive Committee shall not at any time exceed the maximum number fixed in accordance with these Articles and so that no appointment of an additional number shall be effective unless all of the then members of the Association concur in writing thereon. Any member so appointed shall hold office only until the Annual General Meeting to be held two years after date of election of the Executive Committee members and shall then be eligible for re-election.

#### **PROCEEDING OF THE EXECUTIVE COMMITTEE**

21. (a) The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as they think fit.

(b) The Secretaries or any one of them on the requisition of any two or more members of the Executive Committee shall at any time summon a meeting of the Executive Committee by giving not less than seven days' notice in writing

specifying the Agenda thereof to all the members for the time being of the Executive Committee save that it shall not be necessary to give notice of a meeting of the Executive Committee to any member thereof for the time being absent from Hong Kong and the accidental failure or omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings of a meeting.

22. The quorum necessary for the transaction of the business of the business of the Executive Committee shall be six members of the Executive Committee personally present.
23. The Chairman of the Executive Committee shall preside at meetings of the Executive Committee. If however at any meeting of the Executive Committee the Chairman shall not be present within five minutes after the time appointed for holding such meeting the Vice-chairman shall preside the meetings; failing him, the members of the Executive Committee present at such meeting may select one of their number to be the Chairman of that meeting.
24. Questions arising at any meeting shall be decided by a simple majority on a show of hands and in the case of any equality of votes the Chairman of the meeting shall have a second or casting vote.
25. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of members, the continuing members of the Executive Committee may act for the purpose of filling vacancies or of convening a General Meeting, but for no other purpose.
- 26 A member of the Executive Committee may not receive any salary or remuneration but he shall be indemnified out of the funds of the Association in respect of travelling and other out-of –pocket expenses properly incurred in and about the affairs of the Association.
27. The Executive Committee shall cause proper minutes to be made and books provided for the purpose:-
  - (a) of all appointments of Sub-Committees made by the Executive Committee

(and the co-option of members thereto).

(b) of the names of the members present at each meeting of the Executive Committee and of any Sub-Committee thereof.

(c) of all resolutions and proceedings at all meetings of the Association and of the Executive Committee.

28. The office of a member of the Executive Committee shall ipso facto be vacated if:-

(a) for any reason he ceases to be a member of the Association.

(b) he becomes bankrupt or suspends payment or compounds with his creditors.

(c) he is convicted of any criminal offence, other than a driving offence, involving immediate imprisonment for a period of six weeks or more.

(d) he is found or becomes of unsound mind.

(e) by notice in writing to the Association he resigns his office.

(f) he is removed from office by a resolution duly passed by a two-thirds majority at a General Meeting.

(g) he fails to attend the Executive Committee Meetings three times consecutively without reasonable excuse.

29. All acts done by any meeting of the Executive Committee or a Sub-Committee or by any person acting as a member of the Executive Committee or a Sub-Committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or a Sub-Committee 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 or was qualified to be member of the Executive Committee or such Sub-Committee.

#### **SUB-COMMITTEES**



30. The Executive Committee may, from time to time, appoint such Sub-Committees as it considers necessary for securing the efficient discharge of its functions, and may delegate in writing to any such Sub-Committee any of its powers and duties provided that no delegation made hereunder shall preclude the Executive Committee from exercising or performing or resuming at any time any of the powers and duties so delegated. A Sub-Committee may be dissolved by the Executive Committee at any time. A Sub-Committee so appointed cannot be affiliated to any outside organisation.
31. Each Sub-Committee shall be constituted and shall exercise such powers and authorities as the Executive Committee shall from time to time appoint, provided always that each Sub-Committee shall have a Chairman who is a member of the Executive Committee. No person shall be appointed a member of the Sub-Committee unless he is an Individual Member of the Association and a member of the Sub-Committee shall vacate office if he ceases to be an Individual Member of the Association.
32. Any casual vacancy occurring in the office of Chairman of a Sub-Committee shall be filled by appointment by one of the members of the Executive Committee but the person so appointed shall be subject to the same conditions as to tenure of office as his predecessor.
33. The Chairman of a Sub-Committee shall take the chair at meetings thereof and the quorum for meetings of a Sub-Committee, unless otherwise fixed by it, shall be two. Subject as aforesaid and to any regulations or directions applicable to it, the meetings and proceedings of each Sub-Committee shall be governed by the provisions of these presents relating to meetings and proceedings of the Executive Committee so far as the same may be capable of being made applicable thereto.

#### **OTHER SERVANTS**

34. The Executive Committee may from time to time appoint employ and remove any Managers, clerks, servants, coaches or instructors either in any honorary capacity or at any salaries and wages respectively and with such respective duties and spheres or employment for such length of service and generally upon such terms as it thinks fit.

### **THE SEAL**

35. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of at least two members of the Executive Committee or such other persons as the Executive Committee may appoint for the purpose; and these two members of the Executive Committee or such other persons as aforesaid shall sign every instrument to which the Seal of the Association is so affixed in their physical presence.

### **GENERAL MEETING**

36. The Association shall in each year hold an Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and in no case shall more than fifteen months elapse between that date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.

37. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

38. The Executive Committee may, whenever it thinks fit, convene an Extraordinary General Meeting and that Extraordinary General Meetings shall also be convened by the Executive Committee on requisition by Voting Members representing no less than one-tenth of the total voting rights at date of requisition, or in default, may be convened by such requisitionists. If at any time there are not within Hong Kong sufficient members of the Executive Committee capable of acting to form a quorum, any member of the Executive Committee or any three or more Voting Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which the meetings may be convened by the Executive Committee.

### **NOTICE OF GENERAL MEETING**

39. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one days' notice in writing, and a

meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day upon which it is served or deemed to be served and of the day which it is given, and shall specify the place, the day and the hour of the 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 presents entitled to receive such notices from the Association provided that a meeting of the Association shall notwithstanding that it is called by shorter notice than that specified in these Articles, be deemed to have been duly called if it is so agreed:-

- (a) in the case of meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat;
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

40. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETING**

41. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with the exception of:-

- (a) The consideration of the accounts, balance sheets and reports of the Executive Committee and the Auditors;
- (b) The appointment of the President and three Vice-Presidents in the place of the persons retiring holding such positions;
- (c) The election of members of the Executive Committee in the place of retiring members;

(d) The election of officers of the Association in the place of the retiring officers;

(e) The fixing of the remuneration of the Auditors;

(f) The appointment of Auditors.

42. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Twenty Voting Members, represented by the duly authorized representative(s) present in person and entitled to vote shall be quorum.
43. If within one hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and to such other time and place as the Executive Committee may by not less than two days' notice to the members entitled to receive notices of General Meetings prescribe and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.
44. The President or, in his absence, one of the Vice-Presidents shall preside as chairman at every General Meeting of the Association. If however at any General Meeting of the Association the President or Vice Presidents shall not be present within fifteen minutes after the time appointed for the holding of such meeting, the Chairman of the Executive Committee shall preside as chairman; falling him, the Vice-Chairman of the Executive Committee shall take the chair; falling him the members of the Association present at such meeting may select one of their number to be chairman of the meeting.
45. The chairman of a General Meeting may, with the consent of such meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting except that seven days' notice shall be sufficient. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the

business to be transacted at an adjourned meeting.

46. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman of the meeting or by at least two Voting Members, represented by duly authorized representative(s) present in person or by proxy and entitled to vote, and unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of , or against, that resolution.
47. If a poll is duly demanded, it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
48. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
49. A poll demanded on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time within not more than thirty days as the chairman of the meeting directs.

### **VOTES OF MEMBERS**

50. Every Voting Member, as represented by its duly authorized representative, shall have one vote upon a show of hands and on a poll.
51. No Voting Member shall be entitled to have notice of or to be admitted to any General Meeting or to vote at such meeting or to any of the privileges of membership while any subscription is in arrear or other moneys presently payable by it to the Association remained unpaid. For the purposes of this Article subscriptions shall be deemed to be in arrear if unpaid by the 1<sup>st</sup> day of April next after the same became payable but the proceedings at any General Meeting shall not be invalidated because it is subsequently found that a Voting Member has

voted notwithstanding its disability under this Article.

52. In the event of a poll vote, the vote shall be given by the duly authorized representative of the Voting Members personally.

### **DISCIPLINE**

53. The Executive Committee shall have full power either by itself or through any Sub-Committee to whom its power in that behalf may be delegated in writing to make rules and bye-laws (subject to Article 18) for the good conduct of the members of the Association and in relation to the Association's affairs and for the good conduct and discipline of all persons (whether members of the Association or not) taking part in any of the activities of the Association or in any activities with which the Association may be associated.

### **ACCOUNTS**

54. The Executive Committee shall cause proper books of account to be kept with respect to :-

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

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

55. The books of account shall be kept at the office or at such other place or places as the Executive Committee may think fit, and shall be open to the inspection by members of the Executive Committee during usual office hours of the Association.
56. The account(s) of the Association maintained with any financial institution(s) shall be scrutinized by the Treasurer. All promissory notes thereof shall be signed by two members of the Executive Committee or by one member of the Executive

Committee and one other office bearer from time to time.

57. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by members of the Association (other than members of the Executive Committee) of the accounts and books of the Association or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to inspection by members of the Association at all reasonable times during normal business hours.
58. The Executive Committee shall from time to time in accordance with Section 122 of the Ordinance, cause to be prepared and laid before the Association in General Meeting such income and expenditure accounts, balance sheet, group accounts (if any) and reports as referred to in that section.
59. A copy of the balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditors' report shall not less than twenty-one clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Association in the manner in which notices are hereinafter directed to be served.

### **AUDIT**

60. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 140 and 141 of the Ordinance.

### **NOTICES**

61. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address where he must give the Association for the purpose of serving notices when he applies for membership. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been deemed effective in all cases on the day following that upon which such letter is so posted.
62. Notice of every General Meeting shall be given in any manner hereinbefore

authorized to:-

(a) every Voting Member except those who under the provisions of these presents are not entitled thereto; and

(b) the Auditors for the time being of the Association.

No other person shall be entitled to receive notices of General Meetings.

### **INDEMNITY**

63. The President, Vice-President and every member of the Executive Committee, officer or other servant of the Association shall be indemnified out of the funds of the Association against all liability incurred by him as such person or persons in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 358 of the Ordinance in which relief is granted to him by the Court.

### **WINDING UP**

64. (i) The Association may be dissolved by a resolution carried by a two-thirds majority of the Voting Members, represented by a duly authorized representative physically present at a General Meeting or Extraordinary General Meeting convened for the purpose.

(ii) The provisions of Clause 8 of the Memorandum and Articles of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these presents.

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

#### **Names, Addresses and Descriptions of Subscribers**

1. CHENG CHAO MING ( )  
Room 1008-9, Shun Tak Centre, West Tower,.  
168-200 Connaught Road,  
Hong Kong SAR, MERCHANT



2. CHAN HUNG WAI ( )  
4<sup>th</sup> Floor, 272B, Lai Chi Kok Road, Kowloon,  
Hong Kong SAR, MERCHANT
  
3. CHEUNG WING LOCK ( )  
17<sup>th</sup> Floor, Block 2, Hong Kong Garden,  
Tsing Lung Tau, Tsuen Wan, New Territories,  
Hong Kong SAR, MERCHANT
  
4. WONG PO KEE ( )  
Block E, 13<sup>th</sup> Floor, Sun Wai Banking Building,  
774 Nathan Road,  
Kowloon, Hong Kong SAR, PUBLICATION EXECUTIVE
  
5. CHEUNG KUM HOI ( )  
Ground Floor, 18 Wo Tai Street, Farling, New Territories,  
Hong Kong SAR, MERCHANT
  
6. TSOI CHI YIN ( )  
13A, Block 2, Roca Centre, North Point,  
Hong Kong SAR, CIVIL SERVANT
  
7. LUI HON WAH ( )  
22<sup>nd</sup> Floor, Evergo House, 38 Gloucester Road,  
Wanchai, Hong Kong SAR, BANKING EXECUTIVE
  
8. YEUNG LUEN LIN ( )  
Room 504, Block T, Telford Garden, Kowloon Bay,  
Hong Kong SAR, CIVIL SERVANT
  
9. PANG SHU FONG ( )  
B7, 13<sup>th</sup> Floor, Fuk Cheong Building,  
1044 King's Road, Hong Kong SAR, MERCHANT

Dated the 25<sup>th</sup> day of April, 1999

WITNESS to the above signatures:-

Simon S. M. Lau

Solicitor

Hong Kong Special Administrative Region

LOUSICH & COMPANY

Suite B, 23/F Heng Shan Centre,

145 Queen's Road East,

Wanchai, Hong Kong