

編號 698878

No.



公司註冊處
COMPANIES REGISTRY

公司更改名稱證明書
CERTIFICATE OF CHANGE OF NAME

本人謹此證明

I hereby certify that

HONG KONG SPORTS ASSOCIATION FOR THE MENTALLY
HANDICAPPED

香港弱智人士體育協會

已獲發特許證可無須加入「有限公司」一詞，並已藉
having been granted a licence to dispense with the word 'Limited' and having by
特別決議更改其名稱，該公司為有限公司，
special resolution changed its name, is a limited company and is now incorporated
其根據香港法例第622章《公司條例》註冊的
under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

名稱現為
in the name of

Hong Kong Sports Association for Persons with Intellectual Disability
香港智障人士體育協會

本證明書於二〇一五年七月三日發出。

Issued on 3 July 2015.

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 32)
A Company Limited by Guarantee and not having a Share Capital
MEMORANDUM OF ASSOCIATION
OF
HONG KONG SPORTS ASSOCIATION FOR THE MENTALLY HANDICAPPED
(香港弱智人士體育協會)

1. The name of the Company is “HONG KONG SPORTS ASSOCIATION FOR THE MENTALLY HANDICAPPED (香港弱智人士體育協會)” (hereinafter referred as “Association”)
2. The registered office of the Association will be situated in the HKSAR.
3. The objects for which the Association is established are:-
 - a. To facilitate the integration of those with intellectual disability into the community by developing and furthering their sport talents.
 - b. In furtherance of the objects of the Association but not otherwise, to organize workshops and seminars facilitating coaches in training athletes with intellectual disability.
 - c. To develop, promote and organize various sports and recreational activities on a non-profit making basis for persons with intellectual disability with a view to enhancing their physical and mental development.
 - d. To encourage members of the public to participate in the work of the Association.
 - e. In furtherance of the objects of the Association but not otherwise, to promote the concept of sportsmanship to athletes with intellectual disability.
 - f. In furtherance of the objects of the Association but not otherwise, to train elite athletes with intellectual disability to take part in local and international competitions.
 - g. In furtherance of the objects of the Association but not otherwise, to integrate persons with intellectual disability with able bodies through sports and recreational activities.

- h. Subject to the provisions of section 17 of the Companies Ordinance (Cap.32) to purchase, take on lease or in exchange, hire or otherwise acquire any real estate which may be deemed necessary or convenient for any of the objects of the Association.
- i. To commence any action or other legal proceedings in any Courts of Justice or before any tribunal in all matters in connection with or in relation to the Association's properties or any part thereof and also to take such lawful ways and means for the recovery or possession of the Association's properties or any part thereof and to apply to the appropriate authorities, Court or tenancy tribunal for an order to exclude the Association's property or any part thereof for the further application of the Landlord and Tenant Ordinance or any enactment in substitution therefor and for such purpose to file such application, petition and/or other documents and to agree to the terms and conditions for the obtaining for such exemption order or for the obtaining of a recommendation for any tribunal for such order.
- j. To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, building, messuages, tenements, mortgages, debentures, funds, shares or securities which are for the time being vested in or belonging to the Association upon such terms as the Association thinks fit for the objects of the Association.
- k. For the objects of the Association to accept and receive subscriptions, donations, subsidies and gifts from the governmental bodies, persons, corporations or any other organizations whether local or overseas, either in cash or in kind.
- l. Subject to Clause 10 hereof, in furtherance of the objects of the Association but not otherwise, to subscribe to become a member of and co-operate with or amalgamate with or assist in the establishment of any other companies, institutions, societies, associations or organizations whether incorporated or not whose objects are similar to those of the Association Provided that the Association shall not subscribe to or support with its funds or amalgamate with any companies, institutions, societies, associations or organizations which do not prohibit the distribution of their income and property among their members to an extent at least as great as that impose on the Association under or by virtue

of Clause 4 and 7 hereinafter provided.

- m. In furtherance of the objects of the Association but not otherwise, to transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, societies or associations with which this Association is authorized to amalgamate provided that such companies, institutions, societies or associations shall have provisions in their constitutions prohibiting the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof and whose objects are similar to those of the Association.
 - n. To do all such other lawful things as are incidental or conducive to the attainment of any of the above objects.
Provided that:
 - (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
 - (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.
- 4.
- a. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth herein.
 - b. Subject to clauses (d) and (e) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
 - c. No member of the Executive Committee or governing body 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 (e) below) shall be given by the Association to any member of the Executive Committee or governing body.

- d. 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 or governing body of the Association in return for any services actually rendered to the Association.
 - e. Nothing herein shall prevent the payment, in good faith, by the Association:
 - (i) to any member of its Executive Committee or its governing body of out-of pocket expenses;
 - (ii) of interest on money lent by any member of the Association or its Executive Committee or its governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee or its governing body;
 - (iv) 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 or its 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.
 - f. No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (d) and (e) above.
5. The liability of the members is limited.
6. 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 1 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 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\$1.

7. 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 institution or institutions 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 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable fund, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.
8. 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 which may be imposed in accordance with the regulations of the Association for the time being in force shall be open to the inspection of the member. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more authorized auditor or auditors.
9. 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.
10. The Association shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

We, the several persons whose names, addresses are given below, are desirous of being formed into a Company in pursuance of this Memorandum of Association:

Names, Addresses and Descriptions of Signatories.

Mr. Ip Siu-wo (葉肇和)

Principal

Ms. Lau Yuet-fun, Laura (劉月芬)

Principal

Dated this 15th day of November 1999.

WITNESS to the above signatures:

Yuen Chan Wah
Solicitor,
3rd Floor,
Wing On Cheong Building,
5 Wing Lok Street,
Central,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

A Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION
OF
HONG KONG SPORTS ASSOCIATION FOR THE MENTALLY HANDICAPPED
(香港弱智人士體育協會)

Interpretation

1. In these articles:

Ordinance means the Companies Ordinance, Chapter 32.

Association means HONG KONG SPORTS ASSOCIATION FOR THE MENTALLY HANDICAPPED(香港弱智人士體育協會).

Committee Member means any person for the time being appointed as a member of the Executive Committee of the Association.

seal means the common seal of Association.

secretary means any person appointed to perform the duties of the secretary of the Association.

Words importing the singular number include the plural and vice versa and words importing masculine gender shall include feminine and neuter gender.

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.

These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

Objects

2. The Association is established for the objects expressed in the Memorandum of Association.

Membership

3. For the purposes of registration, the number of members of the Association is declared not to exceed 1,000 but the Executive Committee may from time to time register an increase of Members.

4. There shall be five types of members, namely, ordinary members, life members, Honorary members, institutional members and associate members. Subject to the endorsement of the Association in general meeting, the Executive Committee may, when they think fit, create any class or classes of Members and determine the rights, privileges and benefits of any new class of Members.

Qualification of Members

5. Any person aged 21 or above who agree with the Memorandum of Association of the Association and/or whose aim is to assist, promote or take part in the sports and recreational activities for the persons with intellectual disability may upon the payment of a membership fee and then an annual subscription fee, the amounts of which are to be determined by the Executive Committee from time to time and such amounts should be endorsed in the annual general meeting, apply to become an ordinary member of the Association. An ordinary member is entitled to vote at the Annual General Meeting and the Extraordinary General Meeting and is also entitled to be nominated for election as a member of the Executive Committee.

6. Any ordinary member who pays a membership fee of \$500.00 or at least ten times that of an ordinary member, whichever is the higher, may become a life member of the Association. A life member will enjoy all the rights the same as those of an ordinary member.

7. Appropriate persons who may or may not be an ordinary member will be nominated without the payment of any fees as Honorary members by the Executive Committee.

8. Any special schools, centres, workshops, or organization for the persons with intellectual disability which agree with the Memorandum of Association of the Association may apply to become institutional members of the Association. An institution member may nominate a number of its members to attend functions of the Association. The

number of such nominated participants will be determined from time to time by the Executive Committee. The subscription fee for institution membership may be different from individual membership and is to be determined in general meeting by members.

9. Any person whose aim is to assist, promote or take part in the sports and recreational activities for persons with intellectual disability may by paying a membership fee apply for admission as an associate member. The membership fee for an associate member will be determined in general meeting by members from time to time or as circumstances requires.
10. Institutional members, associate members and Honorary members shall have the same obligations and rights as ordinary members except the right to vote and be voted into office. And, no paid membership fee shall be refunded under any circumstances.

Admission of members

11. All applications for membership shall be considered by the Executive Committee at its meeting and if approved by a majority of its members present, the applicant shall be selected. The applicant shall be notified of this in writing.
12. The Executive Committee may decline to approve any application without assigning any reason therefor and its decision shall be final. The applicant shall be notified of this in writing but no reason shall be given.

Disqualification of Members

13. If any member shall be convicted of any criminal offence or shall wilfully refuse to comply with the provisions of the Memorandum or Articles or any rules or regulations of the Association or has wilfully committed any conduct likely to be injurious to the Association or its reputation, such member shall be liable to expulsion by a resolution of a two-third majority of the members of the Executive Committee provided that at least 7 days before the meeting at which such resolution is passed the member shall have had notice thereof, and of the intended resolution for his expulsion, and that the member shall before the passing of such resolution have had an opportunity of giving in writing any explanation or defence he may think fit. And, such member shall have the right to appeal against the decision of the Executive Committee for his expulsion

to the members of the Association in a general meeting. The decision of the members present in the general meeting shall be a simple majority decision and the member shall before the passing of such resolution have had an opportunity of giving in writing any explanation or defence he may think fit. The decision of the members in the general meeting shall be final. A member expelled under this article shall forfeit all rights in and claims upon the Association and shall have no claim on the property of the Association.

General Meetings

14. The Association shall in each year hold a general meeting as its 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 not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.
15. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
16. The Executive Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the written requisition signed by at least 50 members or, in default, may be convened by such requisition, as provided by section 113 of the Ordinance. If at any time there are not sufficient Committee Members present to form a quorum, any Committee Member or any two members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible that in which meetings may be convened by the Executive Committee.

Notice of General Meetings

17. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the

day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the articles of the Association entitled to receive such notices from the Association:-

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.

- 18. 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 Meetings

- 19. 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 the consideration of the accounts, balance sheets, and the reports of the Executive Committee and auditors, the election of Committee Members in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
- 20. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, the quorum shall be fifteen members present in person.
- 21. If within half an hour from the time appointed for the meeting a quorum

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

22. The Chairperson of the Executive Committee shall preside as chairperson at every general meeting of the Association or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from the Hong Kong SAR or has given notice to the Association of his intention not to attend the meeting, the Committee Members present shall elect one of their number to be chairperson of the meeting.
23. If at any meeting no Committee Member is willing to act as chairperson or if no Committee Member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be the chairperson of the meeting.
24. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as previously stated it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
25. At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairperson, or
 - (b) by at least 2 members present in person.

Unless a poll be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be

conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

26. Except as provided in Article 28 if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
28. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been deemed may be proceeded with pending the taking of the poll.

Votes of Members

29. Only the ordinary and life members shall have voting rights and shall be entitled to be nominated for election as a member of the executive Committee. Each such member shall have one vote.
30. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that Court.
31. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Association in his capacity as member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid at least one month before the date of that general meeting.
32. Vote by proxy is not allowed.

Executive Committee

33. Until otherwise determined by the Association in general meeting, the member of the Executive Committee shall not be more than 15 and not less than 7 and the names of the first Committee Members shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them. The posts of the Committee Members are as follows:
- (a) Chairperson
 - (b) Vice-chairperson(s)
 - (c) Hon. Secretary
 - (d) Hon. Treasurer
34. Until otherwise determined by the general meeting, the management of affairs of the Association shall be vested in the Executive Committee and without prejudice to the generality of the foregoing, the Executive Committee shall carry out the following functions:
- to implement resolution passed by the general meetings
 - to prepare the annual budget and annual account
 - to make recommendations to the general meeting
 - to manage the day-to-day running of the Association including its office and employees
 - to decide the salary and terms of service of the employees of the Association.
35. The Executive Committee meeting shall be chaired by the Chairperson or in his absence, the Vice-chairperson or in the absence of both, the Chairperson has the right to authorize either the Hon. Secretary or the Hon. Treasurer to chair that meeting. If no authorization is made, the members of the Executive Committee may elect among themselves a member to chair that meeting.
36. The quorum of the Executive Committee meeting shall be 6 members.
37. Decision shall be taken by simple majority of those present. In the event of an equality of votes the Chairperson or in his absence the Vice-chairperson or in the absence of both the person who chaired the meeting shall have a second or casting vote.

38. The Hon. Secretary shall keep all minutes and records of the Association.

The Hon. Treasurer shall be responsible for:

- preparing financial reports to the Annual General Meeting
- monitoring incomes and expenditure of the office of the Association
- managing the bank account or accounts of the Association
- determining the Amount of petty cash though the petty cash shall in no event exceed HK\$5,000.00

39. The Executive Committee shall meet at least once every three months. However, upon the written request of not less than 5 members of the Executive Committee, the Hon. Secretary shall call for a special meeting and notification of such meeting shall be given at least 8 days before such meeting.

Borrowing Powers

40. The Executive Committee may exercise all the powers of the Association to borrow money, and/or to mortgage or to create legal charge on its property, or any part thereof for furthering the objects of the Association but not otherwise.

Powers and Duties of the Executive Committee

41. The operations of the Association shall be managed by the Committee Members who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Ordinance or by these articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Ordinance or these articles and to such regulations, being not inconsistent with these provisions, as may be prescribed by the Association in general meeting; but no 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.

42. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by the Hon. Treasurer and countersigned

by anyone of the Chairperson, Vice-chairperson or the Hon. Secretary.

43. The Executive Committee shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers by the Executive Committee;
- (b) of the names of the Committee Members present at each meeting of the Executive Committee and of any committee of the Executive Committee;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee, and of committee of Executive Committee,

and every Committee Member present at any meeting of Executive Committee or committee of Executive Committee shall sign his name in a book to kept for that purpose.

44. In addition to all powers hereby expressly conferred upon them, and without detracting from the general nature of their powers under any other article, the Executive Committee shall have the following powers for furthering the objects of the Association but not otherwise namely:-

- (a) To acquire in the name of the Association, build up, pull down, rebuild, add to, alter, repair, improve any land, buildings, or premises for the use of the Association.
- (b) To cause the common seal of the Association to be affixed to any document they may think proper and to provide for the custody of the common seal.
- (c) To delegate all or any of their powers to any sub-committee consisting members of the Executive Committee and that such sub-committee shall exercise its power in conformity with the directions and regulations imposed by the Executive Committee from time to time.
- (d) To make and from time to time repeal or alter rules or regulations to the management of the Association and the affair thereof and as to the duties of any officers or servants of the Association and as to the conduct of business by the Executive Committee, or as to any of the

matters or things within the powers or under the control of the Executive Committee provided that the same shall not be inconsistent with the Memorandum or Articles of Association and provided further that such rules or regulations may be set aside by the members of the Association in general meeting.

- (e) And generally to do all lawful things necessary or expedient for the due conduct of the affairs of the Association not herein otherwise provided for.

Disqualification of Committee Members

45. The office of Committee Member shall be vacated if the Committee Member:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes of unsound mind; or
- (c) resigns his office by notice in writing to the Association given in accordance with section 157D(3)(a) of the Ordinance; or
- (d) shall for more than 6 months have been absent without permission of the Executive Committee from meetings of the Executive Committee held during that period; or
- (e) ceases to be a Member for any reason; or
- (f) becomes prohibited from being a director or a Committee Member by reason of any disqualification order made under Part IVA of the Ordinance; or
- (g) is directly or indirectly interested in any contract with the Association and if his interest in the contract is material, fails to declare the nature of his interest in the manner required by section 162 of the Ordinance; or
- (h) holds any salaried office of the Association; or
- (i) is removed by an ordinary resolution of the general meeting of the members of the Association in accordance with Section 157B of the

Ordinance.

For the avoidance of doubt, a Committee Member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote will not be counted.

Rotation of Committee Members

46. The first Committee Members shall be appointed by subscribers and shall hold office until the first Annual General Meeting. Thereafter each and every succeeding term of office of a Committee Member shall be a fixed term of two years. The Chairperson, Vice-chairperson(s), Hon. Secretary and Hon. Treasurer cannot hold the same office for more than 3 consecutive terms. The Committee Members shall be elected by members entitled to vote in general meetings.
47. The members of the Executive Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote.
48. The continuing Committee Members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of the Executive Committee, the continuing Committee Members or Committee Member may act for the purpose of increasing the number of Committee Members to that number, or of summoning a general meeting of the Association, but for no other purpose.
49. All acts done by any meeting of the Executive Committee, or by any person acting as a Committee Member, shall notwithstanding that it be afterwards discovered that there was defect in the appointment of any such Committee Member 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 Committee Member.

The Seal

50. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or of a committee of the Executive Committee in that behalf, and every

instrument to which the seal shall be affixed shall be signed by two Committee Members.

Accounts

51. The Executive Committee shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt an expenditure takes place; and
 - (b) all sales and purchases of goods by the association; and
 - (c) the assets and liabilities of the Association.

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

52. The books of account shall be kept at the registered office of the Association, or, subject to section 121(3) of the Ordinance, at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the Executive Committee.
53. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being a Committee Member. No member (not being a Committee Member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Executive Committee or by the Association in general meeting.
54. The Executive Committee shall from time to time in accordance with sections 122 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheet, group accounts (if any) and reports as are referred to in those sections.
55. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in

general meeting, together with a copy of the Executive committee's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the Association.

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

Audit

56. Auditors shall be appointed and their duties regulated in accordance with sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

Notices

57. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the Hong Kong SAR) to the address within the Hong Kong SAR supplied by him to the Association for the giving of notice to him. 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 effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Every member shall give an address to the Association for serving notices.

58. Notice of every general meeting shall be given in any manner hereinbefore authorized to:-

- (a) every member; and
- (b) the auditors for the time being of the Association.

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

Indemnity

59. Subject to section 165 of the Ordinance, every member of the Executive Committee, Sub-Committee, secretary, auditor and officer for the time

being of the Association shall be indemnified out of the funds of the Association against all liabilities and obligations which they, or any of them, may incur in good faith in proper and reasonable performance or purported performance of their duties in relation to the Association other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds of the Association against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to them by the Court provided that none of the funds of the Association shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

Winding Up

60. The provisions of Clause 7 of the Memorandum 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 Articles.

Names, Addresses and Descriptions of Signatories.

Mr. Ip Siu-wo (葉肇和)

Principal

Ms. Lau Yuet-fun, Laura (劉月芬)

Principal

Dated this 15th day of November 1999.

WITNESS to the above signatures:

Yuen Chan Wah
Solicitor,
3rd Floor,
Wing On Cheong Building,
5 Wing Lok Street,
Central,
Hong Kong.