

THE COMPANIES ORDINANCE (Chapter 32)

**Company Limited by Guarantee
and not having a share Capital**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

THE HONG KONG MANAGEMENT ASSOCIATION

(香港 管理 專業 協會)

(Amended by Special Resolution passed on 18/7/2006)

Incorporated on the 22nd day of November, 1960.

Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

THE HONG KONG MANAGEMENT ASSOCIATION

香港管理專業協會

Passed on the 18th day of July 2006

At the 45th Annual General Meeting of the Hong Kong Management Association held at its registered office on the 18th day of July 2006, the following Special Resolution was duly passed:

THAT the Articles of Association of the Association be and is hereby amended by:-

1. Replacing the words “the Deputy-Chairman” by the words “any Deputy-Chairman” in the 1st sentence of Article 31 and inserting the words “(Deputy-Chairmen)” after the term “Deputy-Chairman” in the 2nd sentence of Article 31.
2. Deleting Article 38 in its entirety and replacing it with the following:-
“38. The Council shall consist of not more than 50 persons of whom 30 shall be elected from among the Fellows and Full Members and not more than 20 shall be co-opted by the Council under Article 40 hereof.”

3. Replacing the figure “16” by the figure “20” in the 1st sentence of Article 40.
4. Deleting Article 44(a) in its entirety and replacing it with the following:-

“44.(a) The Council shall elect one of its members to be the Chairman thereof and one but not more than five of its members to be the Deputy-Chairman (Deputy-Chairmen) thereof.”
5. Inserting the words “(Deputy-Chairmen)” after each term of “Deputy-Chairman” in the following Articles:-
 - (a) Article 44 (e);
 - (b) Article 54;
6. Replacing the words “the Deputy-Chairman” by the words “any Deputy-Chairman” in Article 47.
7. Replacing the words “the Deputy-Chairman” by the words “any Deputy-Chairman” in the 1st sentence of Article 60.

(Sd.) Dr David K P Li

Dr David K P Li
Chairman

THE COMPANIES ORDINANCE

(Chapter 32 of the Revised Edition 1950 of the Laws of Hong Kong)

Section 21

WHEREAS His Excellency the Governor of Hong Kong has in exercise of the power conferred on him by Section 26 of the Interpretation Ordinance (Chapter I) deputed the person for the time being holding the office of Registrar of Companies to exercise and perform on his behalf the duties, discretions and powers vested in him by Section 21 of the Companies Ordinance, Chapter 32.

AND WHEREAS it has been proved to my satisfaction that THE HONG KONG MANAGEMENT ASSOCIATION (香港管理專業協會), which is about to be registered under the said Companies Ordinance as a Company limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by Section 21 of the said Ordinance and that it is the intention of the said Association that 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 in the Memorandum of Association of the said Association, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit, to the persons who are members of the Association.

NOW THEREFORE I, RONALD HENRY MUNRO, Acting Registrar of Companies of the Colony of Hong Kong, in exercise of the said discretions and powers delegated to me as aforesaid, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven members thereof on the 22nd day of November, 1960, do on behalf of His Excellency the Governor by this my Licence direct THE HONG KONG MANAGEMENT ASSOCIATION (香港管理專業協會) to be registered with limited liability without the addition of the word "Limited" to its name.

GIVEN under my hand and Seal of Office at Victoria in the Colony of Hong Kong this 22nd day of November, One Thousand Nine Hundred and Sixty.

(Sd.) **R. H. MUNRO,**

Acting Registrar of Companies.

HONG KONG.

[COPY]

Certificate of Incorporation

I HEREBY CERTIFY that

THE HONG KONG MANAGEMENT ASSOCIATION
(香 港 管 理 專 業 協 會)

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 32 of the Revised Edition, 1950, of the Laws of Hong Kong), and that this Company is limited.

GIVEN under my hand and seal of office this Twenty-second day of November, One Thousand Nine Hundred and Sixty.

(Sd.) R. H. MUNRO,
Acting Registrar of Companies.
HONG KONG.

**Company Limited by Guarantee
and not having a share Capital**

Memorandum of Association

OF

THE HONG KONG MANAGEMENT ASSOCIATION
(香 港 管 理 專 業 協 會)

1. The name of the Company is “**THE HONG KONG MANAGEMENT ASSOCIATION**” (香港管理專業協會) (hereinafter called “the Association”).
2. The registered office of the Association will be situate in Hong Kong.
3. The Association is established to improve the effectiveness and efficiency of management in Hong Kong and to that end, its objects are:-
 - (a) To establish and maintain an association for persons and organisations concerned with and interested in management.
 - (b) To create interest in the importance of effective management by the collection and dissemination of information and exchange of ideas
 - (c) To provide facilities for the study of and enquiry and research into management and management problems and to make known the results of such enquiry, examination and research by publishing producing and distributing or assisting to publish, produce and distribute literature, books, pamphlets, films, posters, periodical and journals and in such other manner as may be thought fit.
 - (d) To establish and maintain a library and collection of literature, films and other material relating to management principles and practices and to afford facilities for the use of the same.
 - (e) To bring together persons interested in management by such means as conferences and meetings, the reading of papers and the promotion of research.
 - (f) To institute, establish and promote training courses, scholarships, grants, awards and prizes; to encourage education in the principles and practices of management, and to determine, where necessary, the fees to be charged for such services.
 - (g) To confer, consult, maintain contact and co-operate with any persons, associations, societies, institutions or bodies of persons established or to be established in Hong Kong or elsewhere having objects in whole or in part similar to those of the Association in respect of matter within the objects of the Association.
 - (h) To amalgamate or affiliate with or to acquire or take over the undertaking of any institution or body having objects altogether or in part similar to those of the

Association and not formed for profit and all or any of the assets thereof which the Association may lawfully acquire or take over, provided that any step so taken shall not alter the objects of the Association or involve any activity or disbursement of funds not conducive to such objects.

- (i) To make arrangements for carrying on the work of the Association and for this purpose to engage and provide in whole or in part for the salaries or maintenance of officers, servants and employees.
- (j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges in any part of the world which the Association may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary, convenient or fitted for the work of the Association.
- (k) 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 furtherance of its objects.
- (l) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be calculated to further its objects.
- (m) To borrow or raise money for the purposes of the Association on such terms and on such security (if any) as may be thought fit.
- (n) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (o) To establish and support or aid in the establishment and support of any charitable or benevolent association or institutions having objects similar to those of the Association and to subscribe or guarantee money for charitable or benevolent purposes being purposes similar to the purposes of the Association or calculated to further its objects. Provided that the Association shall not support with its funds any association or institution which pays or transfers, directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever by way of profit to its members.
- (p) To do all or any of the above things in any part of the world either as principals, agents, trustees or otherwise, and either by or through agents, sub-contractors, trustees or otherwise.
- (q) To do all such other lawful things as are incidental or may be thought conducive to the attainment of the above objects or any of them.

In this Memorandum of Association the word “management” shall mean management in the widest sense of the term and shall, without prejudice to the generality of the foregoing, include management in relation to industry, commerce, government, public enterprise, agriculture and institutions of every kind.

4. 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 in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association. PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor

prevent the payment of interest at a rate not exceeding twelve per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council 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 that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; PROVIDED that the provision last aforesaid shall not apply to any payment to any company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the Memorandum and Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a Licence is granted by His Excellency the Governor to the Association in pursuance of Section 21 of the Companies Ordinance.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the equivalent of one year's subscription.

9. If upon the winding up of the Association there remains, after 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 among 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 before the time of dissolution, and in default thereof by a Judge of the Supreme Court of Hong Kong 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.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes 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, shall be open to the inspection of 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 one or more authorised auditor or auditors.

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

Names, Addresses and Descriptions of Subscribers
(Sgd.) S. N. CHAU, I. L. No. 3547, Hatton Road, Hong Kong, Banker.
(Sgd.) J. D. CLAGUE, 26, Middle Gap Road, Hong Kong, Company Director.
(Sgd.) M. S. CUMMING, 16, Peak Road, Hong Kong, Merchant.
(Sgd.) S. Y. CHUNG, No. 2, Ma Hang Chung Road, Kowloon, Hong Kong, Chartered Engineer.
(Sgd.) FUNG HON CHU, Nos. 11 and 12, Magazine Gap Road, The Peak, Hong Kong, Merchant.
(Sgd.) C. C. LEE, Flat No. 1, St. George's Court, Kadoorie Avenue, Kowloon, Merchant.
(Sgd.) MOU LEE, No. 55, Robinson Road, 1st Floor, Hong Kong, Merchant.

Dated the 19th day of November, 1960.

WITNESS to the above signatures:

(Sgd.) **Y. K. KAN,**
Solicitor,
HONG KONG.

**Company Limited by Guarantee
and not having a share Capital**

Articles of Association

OF

THE HONG KONG MANAGEMENT ASSOCIATION
(香 港 管 理 專 業 協 會)

(as amended by a special resolution passed at an Extraordinary General Meeting of the Association held at the Lecture Hall of the Hong Kong Management Association, United Chinese Bank Building, 13th Floor, 31-37 Des Voeux Road Central, Hong Kong on Thursday, the 26th November, 1970 at 5:30 p. m.)

Interpretation

1. In these regulations:

When any provision of the Ordinance is referred to the reference is to such provision as modified by any Ordinance for the time being in force.

Unless the context otherwise requires, expressions defined in the Ordinance or any Statutory Modification thereof in force at the date at which these regulations become binding on the Association, shall have the meanings so defined.

“the Association” means “THE HONG KONG MANAGEMENT ASSOCIATION”
(香港管理專業協會).

“the Ordinance” means “The Companies Ordinance (Chapter 32 of the Revised Edition)” .

“the Council” means the Council for the time being of the Association.

“Member” means a member of the Association and includes an Authorised Representative Member nominated by a Charter Member or a Corporate Member but does not include an Honorary President or Honorary Fellow.

“Month” means calendar month.

“the Secretary” means the Secretary of the Association for the time being.

Words importing the masculine gender only include the feminine gender.

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

Words importing persons shall include corporations.

General

2. For the purposes of registration the number of members of the Association is declared to be unlimited.

3. The Association is established for the purposes expressed in the Memorandum of Association. All questions of politics, general or local, are rigidly excluded.

Membership

4. There shall be 7 classes of membership, namely:-

- (a) Fellows.
- (b) Full Members.
- (c) Associate Members.
- (d) Student Members.
- (e) Retired Members.
- (f) Charter Members.
- (g) Corporate Members.

5. Qualifications of membership shall be based upon the following considerations:

- (1) **Fellows** - persons who have distinguished themselves in the management world either by example or by contributing towards the general body of theory, philosophy and practice of management.
- (2) **Full Members** - persons who:-
 - (a) have reached the age of 30 years and have had a minimum of 8 years of experience in management, at least 3 of which have been at high executive level; or
 - (b) hold qualifications relative to management, such as recognised academic degrees, recognised professional qualifications or are members in the appropriate grade of overseas management organizations, and who have had a satisfactory number of years of practical experience.
- (3) **Associate Members** - persons engaged in management who:
 - (a) have reached a minimum age of 21 and
 - (b) are actively engaged in industry, commerce, or a public organization and have completed an approved course or are suitably recommended for membership.
- (4) **Student Members** - persons who are post-secondary college students, and are interested in management and are attending an approved course in business or management.
- (5) **Retired Members** - persons who have reached a minimum age of 55 years and have been active members of the Association for at least 10 years who upon retirement from full-time employment would still like to be considered members of the Association.

- (6) **Charter Members** - companies or corporate bodies may at the discretion of the Council be admitted as Charter Members.
- (7) **Corporate Members** - any firm, company, association, institution or other corporate or incorporate body may at the discretion of the Council be admitted as a Corporate Member.

6. (a) Associate Members shall be entitled to all the rights and privileges of membership and to attend General Meetings but shall not be entitled to vote thereat.

(b) Student Members shall be entitled to such benefits as the Council may from time to time determine. They shall not be qualified to vote at General Meetings.

(c) Retired Members shall be entitled to have their names listed as members of the Association and, save as aforesaid, they shall not be entitled to any other rights or privileges of membership.

(d) Every Charter Member shall have the right to nominate up to 20 persons to become Authorised Representatives of the Charter Member. Such person or persons shall become an Authorised Representative or Authorised Representatives of the Charter Member after the receipt by the Secretary of the prescribed nomination form or forms duly signed by or on behalf of the Charter Member and the approval of the nominee or nominees by the Council, and shall subject to Articles 21 and 22 continue as an Authorised Representative or Authorised Representatives so long as the nominating Charter Member remains a member of the Association, unless the nominating Charter Member cancels the nomination, with all the rights and privileges of membership, including the right to attend General Meetings and to vote thereat. The Secretary shall be notified of any change of Authorised Representative or Authorised Representatives. No person shall act as Authorised Representative for more than one Charter Member at any one time.

(e) Every Corporate Member shall have the right to nominate one person to become an Authorised Representative of the Corporate Member, and may in addition appoint one or more additional Authorised Representatives on payment of such sum by way of additional annual subscription for each such additional Authorised Representative as may from time to time be determined by the Association in General Meeting. Such person or persons shall become an Authorised Representative or Authorised Representatives of the Corporate Member after the receipt by the Secretary of the prescribed nomination form or forms duly signed by or on behalf of the Corporate Member and the approval of the nominee or nominees by the Council, and shall subject to Articles 21 and 22 continue as an Authorised Representative or Authorised Representatives so long as the nominating Corporate Member remains a member of the Association unless the nominating Corporate Member cancels the nomination, with all the rights and privileges of membership, including the right to attend General Meetings and to vote thereat. The Secretary shall be notified of any change of Authorised Representative or Authorised Representatives. No person shall act as an Authorised Representative for more than one Corporate Member at any one time.

7. The first members of the Association shall be the subscribers to the Memorandum of Association.

Admission to Membership

8. (a) Apart from the membership of Fellows and Charter Members all future applications of other membership shall be considered by the Council which shall have full and absolute discretion to admit or refuse any person to membership or to any class of membership and shall not be called upon to give any reason thereof.

(b) Every application for membership other than membership of Fellows and Charter Members shall be made to the Secretary in writing and in such form and containing such information as the Council may from time to time prescribe.

(c) A candidate shall be elected a member of the Association in the appropriate class if the application is approved by the majority of the members of the Council.

9. A person shall become a Fellow of the Association upon invitation of the Council. A Fellow must be either a Full Member of the Association at the time of such invitation or willing to become a member when so invited by the Council.

10. A Charter Member shall become a member of the Association upon recommendation from the Executive Committee and approval by the Council.

Honorary Presidents and Honorary Fellows

11. (a) The Council shall have power to invite and admit persons of distinction or who, in the opinion of the Council, have rendered some outstanding service to the art and science of management or to the Association, as Honorary Presidents without payment of any subscription.

(b) The Council upon the recommendation of the Executive Committee shall have power to invite and admit persons who in the opinion of the Council have particularly distinguished themselves in the management world either nationally or internationally by contributing towards the general body of theory, philosophy and/ or practice of management, as Honorary Fellows without payment of any subscription. The title of Honorary Fellow will be for life.

(c) Honorary Presidents and Honorary Fellows shall be entitled to all the benefits and privileges of membership except that they shall not be qualified to be officers or members of the Council, or to vote as members.

Register of Members

12. The Secretary shall keep at the registered office of the Association a book to be called the "Register of Members of The Hong Kong Management Association" which book shall contain the following particulars:

(a) The name, address and occupation of each member.

(b) The class in which such member belongs.

(c) The date of admission to membership and the date on which such member ceased to be a member.

(d) In the case of a Charter Member or Corporate Member the name or names of its duly nominated representative or representatives.

13. The annual subscriptions payable by all classes of members shall be such as may from time to time be determined by the Association in General Meetings upon the recommendation of the Council.

14. All subscriptions shall be due on the 1st day of January in each year and shall be deemed to be a debt due to the Association for the time being. Provided that if a person is elected

a member on a day after the 30th day of June of the year, he shall pay only one half of the annual subscription for such year.

15. Immediately upon the election of a member, notice thereof shall be given to him, and he shall be furnished with a copy of the Memorandum and Articles of Association as well as the Rules and Regulations of the Association and a request to remit the first subscription to the Association within 14 days from the date of such request. Upon payment of such subscription, a certificate of membership shall be issued to him. Such certificate of membership shall be returned by him to the Association upon his ceasing to be a member.

16. If such subscription be not paid within 14 days from the date of such request as aforesaid, the election of such member shall be void, unless he shall satisfy the Council that the delay in payment was due to absence from Hong Kong or other sufficient cause.

General Rules Relating To Members

17. Any member may withdraw from the Association by giving one month's previous notice in writing to the Association.

18. The rights and privileges of a member shall be personal, they shall not be transferable by the member's own act or by operation of law, and shall cease upon such member ceasing from any cause to be a member of the Association under the provisions of these Articles.

19. Any member who shall by any means cease to be a member, shall not be entitled to the return of any subscription paid by such member and shall nevertheless remain liable for and shall pay to the Association all monies which at the time of such member ceasing to be a member shall be due from such member to the Association.

20. Every member shall be bound to further to the best of his ability the objects, interests and influence of the Association and shall observe all by-laws of the Association made pursuant to the powers in that behalf hereinafter contained.

Expulsion of Members

21. (a) A majority of the members of the Council present and voting at a meeting of the Council specially called for that purpose may by resolution expel any member whose conduct, in their opinion, renders him unfit to be a member of the Association. Subject to the provisions of paragraph (b) of this Article any such person shall from the passing of such resolution cease to be a member of the Association.

(b) Written notice of any proposed resolution to expel a member must be given in writing to the Secretary at least fourteen days before the meeting at which such resolution is to be moved, and the Secretary shall inform the member of the notice at least ten days before the day of such meeting. The member proposed to be expelled shall be entitled to attend such meeting for the purpose of stating his reasons against such expulsion, but he shall not be entitled to be present at the deliberation of the meeting. Provided always that the resolution expelling such member shall, if he requires it but not otherwise, be confirmed by an Extraordinary General Meeting of the Association to be called for that purpose. Notice in writing of such requirement supported by at least twenty members of the Association must be given to the Secretary within fourteen days following the meeting at which the resolution for the expulsion was passed. In the event of such resolution not being confirmed after request made as aforesaid the member's name shall forthwith be reinstated in the list of members. In the event of no such request as aforesaid being made within the time hereinbefore limited in that behalf then and in such case the resolution for expulsion shall thereupon become absolute.

(c) The Council may in lieu of a resolution expelling such member resolve to suspend such member as member for such period not exceeding six months and on such terms and conditions as the Council shall deem fit and proper.

(d) A member of the Council shall not act as a member of the Council at any meeting at which his, or his own firm's, conduct is in question or at any meeting held to investigate any case in which he or his firm is a complainant.

22. Any member shall *ipso facto* cease to be a member of the Association:-

(a) If he is adjudicated a bankrupt or suspends payments or compounds with his creditors, or if being a corporation is wound up or dissolved;

(b) If he is found lunatic or becomes of unsound mind;

(c) If his annual subscription is more than two months in arrear, or if he shall persistently neglect or refuse to pay any other monies which may be due from him to the Association; but he may be re-admitted at any meeting of the Council by resolution, and on paying his subscription or other dues in arrear.

(d) If he shall neglect or refuse to comply with any Article of Association or any By-law of the Association for the time being, after written notice sent to him by registered post by the Secretary on the instructions of the Council directing his attention to such neglect or refusal.

General Meetings

23. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Association in General Meeting, or in default at such time in the third month following that in which the anniversary of the Association's incorporation occurs, and at such place as the Council shall appoint. In default of a General Meeting being so held a General Meeting shall be held in the month next following, and may be convened by any two of the Fellows and Full Members in the same manner as nearly as possible as that in which meetings are to be convened by the Council.

24. The above mentioned General Meetings shall be called Annual General Meetings, all other General Meetings shall be called Extraordinary Meetings.

25. The Council may, whenever they think fit, convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on the requisition of not less than one-tenth of the total number of the members entitled to vote, or in default, may be convened by such requisitionists as provided by Section 113 of the Ordinance. If at any time there are not sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two of the Fellows and Full Members of the Association may convene an Extraordinary Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

Notice of General Meetings

26. Subject to the provision of subsection (2) of section 116 of the Ordinance relating to special resolutions, ten days' notice at the least (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business shall

be given to such persons as are, under the regulations of the Association, entitled to receive such notice from the Association.

27. The accidental omission to give notice of a meeting to, or the non-receipt of notice of, a meeting by any member shall not invalidate the proceedings at any meeting.

Proceedings at General Meetings

28. All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheet, and the reports of the Council and auditors, the election of members of the Council and the appointment of the auditors and the fixing of their remuneration.

29. No business shall be transacted at any General Meeting unless a quorum of members who are entitled to vote thereat is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than 50 such members or if the number of such members is not a multiple of ten then the number nearest to but not exceeding one-tenth of the total number of such members whichever figure is lower.

30. 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, 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 who are entitled to vote thereat shall be a quorum.

*31. The Chairman of the Council and in his absence any Deputy-Chairman shall preside as Chairman at every General Meeting of the Association. If at any meeting the Chairman or the Deputy-Chairman (Deputy-Chairmen) shall not be present within 15 minutes after the time appointed for holding the meeting, or if they shall have previously notified the Association of their intention of not being present, one of the members of the Council shall preside, or if no Council member be present or willing to take the chair, the members present who are entitled to vote shall choose one of their number to preside.

32. The Chairman 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 ten days or more, notice of the adjourned meeting shall be given in the manner provided by Article 26 hereof. 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.

33. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, and a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

34. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

**Amended by Special Resolution passed on 18/7/2006.*

Votes of Members

35. Every Fellow, Full Member and Authorised Representative of a Charter or Corporate Member personally present shall have one vote.

36. No Fellow, Full Member or Authorised Representative of a Charter or Corporate Member shall be entitled to vote at any General Meeting unless all monies presently payable by him or by the Charter or Corporate Member have been paid.

Council

37. The business of the Association shall be managed by the Council who 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 any regulation of these Articles, to the provisions of the Ordinance and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Association in General Meeting, but no regulations made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

*38. The Council shall consist of not more than 50 persons of whom 30 shall be elected from among the Fellows and Full Members and not more than 20 shall be co-opted by the Council under Article 40 hereof.

39. The first elected members of the Council shall be:

Hon. Sir Sik-nin CHAU (周錫年),
Mr. Mount Stephen CUMMING,
Mr. Sidney John George BURT,
Dr. CHUNG Sze-Yuen (鍾士元),
Mr. John James COWPERTHWAITTE,
Hon. Douglas James Smith CROZIER,
Mr. Hugh Moss Gerald FORSGATE,
Mr. FUNG Hon Chu (馮漢柱),
Mr. William Charles Goddard KNOWLES,
Mr. Paul LAU (劉邦),
Mr. LEE Chen-Che (李震之),
Mr. Mou LEE (李懋),
Mr. John MacKENZIE,
Professor Sean MACKAY,
Dr. Lindsay Tasman RIDE,
Mr. Koong Kai TSE (朱孔嘉),
Hon. Michael William TURNER,
Mr. Richard Garrett WILSON,
Mr. Charles Andie WRIGHT,
Mr. Alex Shu-chih WU (吳樹熾),

*40. The Council shall co-opt as Members thereof not more than 20 persons from among the Fellows, Full Members, Associate Members and Authorised Representatives of the Charter and Corporate Members. Co-opted Members and Co-opted Authorised Representatives shall hold office for one year and shall retire at the Annual General Meeting next held after their appointment but shall be eligible for reappointment.

**Amended by Special Resolution passed on 18/7/2006.*

41. At the Annual General Meeting of the Association to be held in 1963, and at the Annual General Meeting in every subsequent year, one-third of the elected members for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to but not exceeding one-third shall retire from office.

42. The elected members of the Council to retire in every year shall be those who have been longest in office since their last election but as between persons who became elected members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

43. A retiring elected member of the Council shall be eligible for re-election.

44. *(a) The Council shall elect one of its members to be the Chairman thereof and one but not more than five of its members to be the Deputy-Chairman (Deputy-Chairmen) thereof.

(b) The persons so elected shall, save as provided in subparagraph (c) hereof, hold office until immediately after the ensuing Annual General Meeting of the Association.

(c) The person so elected shall cease to be Chairman or Deputy-Chairman, as the case may be, of the Council if he ceases for any reason to be a member thereof.

(d) If the person so elected dies or ceases for any other reason to be Chairman or Deputy-Chairman of the Council, the Council shall, as soon as practicable, elect another of its members to be the Chairman or Deputy-Chairman thereof, as the case may be, and the person so elected shall, save as provided in sub-paragraph (c) hereof, hold office until immediately after the ensuing Annual General Meeting of the Association.

*(e) The Chairman and Deputy-Chairman (Deputy-Chairmen) of the Council shall be the Chairman and Deputy-Chairman (Deputy-Chairmen), respectively, of the Association.

45. The said Hon. Sir Sik-nin CHAU and Mr. Mount Stephen CUMMING shall respectively be the first Chairman and Deputy-Chairman of the Council, and they shall hold office until immediately after the close of the Annual General Meeting to be held in 1964.

Proceedings of the Council

46. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the Council may be convened on the request of the Chairman or by requisition in writing signed by two members of the Council stating the objects for which such meetings are to be convened and forwarded to the Secretary. A member of the Council who is absent abroad shall not be entitled to notice of a meeting.

*47. The Chairman or in his absence, any Deputy-Chairman, shall preside at meetings of the Council.

48. The quorum necessary for the transaction of the business of the Council shall be twelve members of the Council personally present.

49. Questions arising at any meeting shall be decided by a majority on a show of hands and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

**Amended by Special Resolution passed on 18/7/2006.*

50. The continuing members of the Council may act notwithstanding any vacancy in that body but if and 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 Council may act for the purpose (a) admitting persons to membership of the Association (b) filling up vacancies in their body or (c) summoning a General Meeting of the Association, but for no other purpose.

51. The Council may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing approved by a majority of the members thereof shall be valid and effectual as if it had been passed at a meeting of the Council.

52. No member of the Council shall be entitled to any salary or remuneration but members of the Council shall be indemnified out of the funds of the Association in respect of travelling and other expenditure properly incurred in and about the affairs of the Association.

53. A meeting of the members of the Council for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

*54. There shall be an Executive Committee consisting of the Chairman, the Deputy-Chairman (Deputy-Chairmen) and not more than 18 other members of the Council to be appointed by the Council. The Executive Committee shall be empowered to transact the day to day business of the Association and to exercise such other authorities, powers and discretions as may from time to time be delegated to it by the Council. The meetings and proceedings of the Executive Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as the same shall not be superseded by any regulations made by the Council. The quorum necessary for the transaction of the business of the Executive Committee shall be 7 members of the Executive Committee personally present. Members of the Executive Committee other than the Chairman and the Deputy-Chairman (Deputy-Chairmen) shall retire at the Annual General Meeting next following their appointment but shall be eligible for reappointment. The Council may from time to time appoint additional members of the Executive Committee but so that the total number so appointed shall not exceed the limit set out in this Article.

55. (a) The Council may, from time to time, appoint such committees as it considers necessary for securing the efficient discharge of its functions, and may delegate to any such Committee any of its powers and duties PROVIDED that no delegation made hereunder shall preclude the Council from exercising or performing at any time any of the powers and duties so delegated.

(b) Any person may be appointed a member of any such committee notwithstanding that he is not a member of the Council.

56. Any casual vacancy occurring in the Council by reason of death, retirement or other disability may be filled by the Council, but the person so chosen shall be subject to retirement at the same time as if he had become a member on the day on which the member in whose place he is appointed was last appointed a member of the Council.

57. The Council shall cause proper minutes to be made in books provided for the purpose:-

(a) Of all appointments of committees made by the Council;

**Amended by Special Resolution passed on 18/7/2006.*

- (b) Of the names of the members present at each meeting of the Council and of any Committees thereof;
- (c) Of all resolutions and proceedings at all meetings of the Association; and of the Council and of committees of the Council.

Disqualification of Members of the Council

58. The office of a member of the Council shall be vacated if:
- (a) He becomes bankrupt or makes a composition or scheme of arrangement with his creditors;
 - (b) He is found lunatic or becomes of unsound mind;
 - (c) He resigns his office by notice in writing to the Association;
 - (d) He is directly or indirectly interested in any contract with the Association and fails to disclose the nature of his interest in manner required by Section 147 of the Ordinance;
 - (e) Being an Authorised Representative of a Charter or Corporate Member he ceases to be such an Authorised Representative.
 - (f) The Charter or Corporate Member whose Authorised Representative he was at the time of his appointment as such member of the Council ceases for any reason to be a member.

59. Subject to clause 4 of the Memorandum a member of the Council shall not vote in respect of any contract in which he or the firm he represents is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

Seal

*60. The seal of the Council shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of the Chairman or any Deputy-Chairman and one other member of the Council and they shall sign every instrument to which the seal of the Association is so affixed in their presence, and in favour of any person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

Management of Monies and Properties

61. The management and control of all monies and assets of the Association shall be vested in the Council and proper books of accounts shall be kept for investigation.

Accounts

62. The Council shall cause proper and sufficient books of account to be kept with respect to all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place and the assets and liabilities of the Association.

63. The books of account shall be kept at the registered office of the Association or at such other place or places as the Council think fit, and shall be open to the inspection of the members of the Council.

**Amended by Special Resolution passed on 18/7/2006.*

64. The Council shall from time to time determine 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 members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or by the Memorandum of Association or by the Ordinance or authorised by the Council or by the Association in General Meeting.

65. The Council shall from time to time in accordance with Section 122 of the Ordinance, cause to be prepared and laid before the Association at the Annual General Meeting such an income and expenditure account, balance sheets and reports as are referred to in that Section.

66. 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 auditor's report shall not less than ten days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Association.

Audit

67. Auditors shall be appointed and their duties regulated in accordance with Section 131, 132 and 133 of the Ordinance.

Notices

68. Notices may be served upon members either personally or by post in prepaid letters or circulars, addressed to such members at their addresses last registered with the Association or by advertisement twice in one English and one Chinese daily newspaper circulating in Hong Kong.

Any notice sent by post shall be deemed to have been served at the time when the letter or circular containing the same would be delivered in the ordinary course of post, and, in proof of such service, it shall be sufficient to show that the letter containing the notice was properly addressed and posted and any advertised notice shall be deemed to have been duly served on the day following that on which the second of such advertisements appeared in the Press.

Validity of Proceedings

69. (a) The validity of any proceeding of the Association shall not be affected by any defect in the admission of any person to membership thereof or by any defect in the appointment, election or by any vacancy amongst the members of the Council;

(b) The validity of any proceeding of the Council shall not be affected by any defect in the appointment, election or co-option of any person as a member thereof or by any vacancy amongst the members thereof.

Indemnity

70. Every member of the Council, 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 member of the Council, officer or servant 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 343 of the Ordinance in which relief is granted to him by the Court.

By-Laws

71. The Council shall have power from time to time to make such by-laws for the furtherance of the objects for which the Association is established and for the proper conduct and management of the affairs of the Association as the Council may from time to time deem necessary or expedient or convenient provided always that such by-laws shall not be inconsistent with the Memorandum of Association or to these Articles. The Council may also by resolution revoke or alter any by-laws at any time.

Winding-Up

72. The provisions of Clause 9 of the Memorandum of Association of the Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in full in these Articles.

Names, Addresses and Descriptions of Subscribers

(Sgd.) **S. N. CHAU,**
I. L. No. 3547,
Hatton Road,
Hong Kong,
Banker.

(Sgd.) **J. D. CLAGUE,**
26, Middle Gap Road,
Hong Kong,
Company Director.

(Sgd.) **M. S. CUMMING,**
16, Peak Road,
Hong Kong,
Merchant.

(Sgd.) **S. Y. CHUNG,**
No. 2, Ma Hang Chung Road,
Kowloon, Hong Kong,
Chartered Engineer.

(Sgd.) **FUNG HON CHU,**
Nos. 11 and 12, Magazine Gap Road,
The Peak, Hong Kong,
Merchant.

(Sgd.) **C. C. LEE,**
Flat No. 1, St. George's Court,
Kadoorie Avenue,
Kowloon,
Merchant.

(Sgd.) **MOU LEE,**
No. 55, Robinson Road, 1st Floor,
Hong Kong,
Merchant.

Dated the 19th day of November, 1960.

WITNESS to the above signatures:

(Sgd.) **Y. K. KAN,**
Solicitor,
HONG KONG.