

CHINA HONG KONG MOUNTAINEERING AND CLIMBING UNION LIMITED
(中國香港攀山及攀登總會有限公司)

THE COMPANIES ORDINANCE

Company limited by guarantee
and not having a share capital

Memorandum of Association
of

CHINA HONG KONG MOUNTAINEERING AND CLIMBING UNION LIMITED
(中國香港攀山及攀登總會有限公司)

NAME

1. The name of the Company (hereinafter called “the Union”) is China Hong Kong Mountaineering and Climbing Union Limited (中國香港攀山及攀登總會有限公司)

REGISTERED OFFICE

2. The registered office of the Union will be situated in Hong Kong.

OBJECTS OF THE COMPANY

3. The objects for which the Union is established are:-
 - 3.1 To act as the Hong Kong representative body for the sport and recreation of all aspects of mountaineering and climbing; including bushwalking, hiking, rock-climbing, sport and competition climbing, trail-walking and allied pursuits such as ice-climbing, kayaking and cross-country skiing to all appropriate authorities, organisations and associations;
 - 3.2 To organise or assist with the organisation of mountaineering and climbing activities;
 - 3.3 To foster, encourage, promote and develop relevant technical knowledge, athletic ability, safety and ethical mountain practices, skills and training standards amongst those who participate in or afford support for mountaineering and climbing with emphasis on safety, wilderness preservation and minimal impact values;

- 3.4 To affiliate, assist, liaise and co-operate with and support organisations including the International Mountaineering and Climbing Federation having objects with elements in common of the Union whether in Hong Kong or elsewhere;
- 3.5 To facilitate and act as a forum for the discussion of mountaineering and climbing issues including assisting with or the publishing and production of any media including internet material relating to mountaineering and climbing activities.
- 3.6 To foster, encourage, represent and promote the interests of mountaineering and climbing clubs in Hong Kong;
- 3.7 To act as an advisory body on all matters pertaining to mountaineering and climbing in Hong Kong through liaison with statutory and voluntary bodies, news media, land managers and other relevant parties;
- 3.8 To protect the mountaineering and climbing ethos in Hong Kong and to encourage protection of the Hong Kong mountainous and climbing environment;
- 3.8 To encourage access and promote works and techniques to safeguard and conserve environment of the mountains and hills of all descriptions that are or may be of the interest for mountaineering and climbing;
- 3.9 To encourage and promote climbing competitions and where appropriate to provide recognition for climbing competitions including coordinating with other mountaineering and climbing bodies to provide recognition for Hong Kong and International competitions held in Hong Kong;
- 3.10 To condemn the use of performance enhancing drugs and doping practices in sport.
- 3.11 To support the latest Anti-Doping Rules of the Sports Federation & Olympic Committee of Hong Kong, China and the Hong Kong Anti-Doping Committee and to adopt them in full as the Union's Anti-Doping Policy.
- 3.12 Generally to advance and safeguard the interests of mountaineering and climbing in Hong Kong and to do all such things as may from time to time be deemed necessary or expedient for or in connection with mountaineering and climbing in Hong Kong.

4. The Union shall have without prejudice to the generality of the foregoing, power to do all such lawful things as will further the foregoing objects and in particular powers:-
 - 4.1 To obtain, collect and receive money and funds by way of contributions, subscriptions, affiliation fees, donations, legacies, awards, grants, covenants or by organising functions or events or by any other lawful method and to accept and receive gifts of property of any description (whether subject to any special trust or not).
 - 4.2 To institute, establish, contribute towards and administer scholarships, bursaries, grants, awards and other benefactions appropriate to the objects of the Union;
 - 4.3 To print, publish, issue, circulate and commission papers, periodicals, books, circulars, articles and other literary works, and any form of visual, audio or other aid in connection with mountaineering and climbing;
 - 4.4 To promote and encourage research, and to collect and publish and procure the publication of the results thereof in any suitable medium including the internet;
 - 4.5 To promote the teaching of skills and knowledge applicable to mountaineering and climbing, and encourage training and accreditation of leaders and trainers;
 - 4.6 To purchase, lease or by any other means acquire interests in or take options over any property whatsoever, and any rights or privileges of any kind over or in respect of any property which may be deemed necessary or convenient for any of the purposes of the Union;
 - 4.7 To improve, manage, construct, repair, develop, exchange, lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Union;
 - 4.8 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in Hong Kong or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, concessions and generally intellectual property or rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same; to improve, manage, construct, repair, develop, exchange, lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Union;

- 4.9 To responsibly and prudently invest and deal with the monies of the Union not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- 4.10 To give credit on any terms with or without security to any person, firm or company, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by the Union;
- 4.11 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing or the performance of any obligation undertaken by the company by floating charge, standard security, other security upon the whole or any part of the Union's property or assets (whether present or future);
- 4.12 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, warrants, debentures, and other negotiable or transferable instruments;
- 4.13 To apply for, promote, and obtain any legislative order or licence which may become necessary enabling the Union to carry any of its objects into effect, or for effecting any modification of the company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Union's interests;
- 4.14 To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Union's objects or any of them, and to obtain from any such Government or authority any advantageous rights, privileges, and concessions, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Union's interests;
- 4.15 To establish, support and subscribe to any charitable or public object, and to support and subscribe to any mountaineering and climbing institution, association, society or club which may be for the benefit of the Union or its members, and have similar objects to those of the Union provided that the Union shall not support with its funds any institution, association, society or club which pays or transfers directly or indirectly its income and property or any part thereof by way of dividend, gift, division, bonus or profit share to any member of the Union.

- 4.16 To remunerate any person, firm or company rendering services to the company either by cash payment or otherwise as may be thought expedient; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been employed by, or who are serving or have served the Union; to make payments towards insurance; and to set up, establish, support and maintain, or contribute to superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons.
- 4.17 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 Union which is not formed for profit along with all or any of the assets which the Union may lawfully acquire or take over, provided that any step so taken shall not alter the objects of the Union or involve any activity or disbursement of funds not conducive to such objects.
- 4.18 To transfer all or any part of the property assets, liabilities and engagements of the Union to any one or more of those companies, institutions, societies or associations with which the Union is authorised to amalgamate.
- 4.19 To seek from and make representations to the Government for the tenure or lease of any land, property or building for the use of the Union towards the promotion of its objects, and to enter into any arrangements with the government or with any authority; provincial, municipal, local or otherwise that may be conducive to the Union's objects or any of them, and to obtain from the Government or any such authority any rights, privileges and concessions which the Union may think it desirable to obtain and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
- 4.20 To take such steps by personal or written appeals, public meetings, or otherwise, as from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Union, in the shape of donations, annual subscriptions, or otherwise.
- 4.21 To adopt such means of making known and advertising the objects and activities of the company as may seem appropriate;
- 4.22 To do all or any of the things or matters aforesaid and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;

4.23 To do all such other lawful things as may be incidental or conducive to the attainment of the above objects or any of them and except where the context expressly so requires:-

- (a) none of the powers set forth in any sub-clauses shall be in any way limited or restricted by reference to or inference from any other powers set forth in such sub-clauses, or by reference to or inference from the terms of any other sub-clauses of this Memorandum, or by reference to or inference from the name of the company;
- (b) none of the sub-clauses of this Memorandum and none of the powers therein specified shall be deemed subsidiary or ancillary to any of the powers specified in any other such sub-clause, and the Union shall have as full a power to exercise each and every one of the powers specified in each sub-clause of this Memorandum as though each such sub-clause contained the powers of a separate company;
- (c) the Union will only deal with or invest the same in such manner as permitted by law having regard to such trusts in the event that the Union shall take or hold any property which may be subject to any trusts,;
- (d) the powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.

APPLICATION OF INCOME AND PROPERTY

- 5. The income and the property of the Union shall be applied solely towards promotion of the objects as set out in this in this Memorandum.
- 6. Subject to clauses (7) and (8) below, no portion of the income and property of the Union shall be paid or transferred directly or indirectly by way of dividend, bonus, gift or otherwise to any member of the Union.
- 7. No member of the Executive Council or governing body of the Union shall be appointed to any salaried office of the Union, or any office of the Union paid by fees and no remuneration or other benefit in money or money's worth (except as provided in clause 8 below) shall be given by the Union to any member of the Executive Council or governing body.
- 8. Nothing herein shall prevent payment in good faith by the Union:-

- (a) to any member of its Executive Council or governing body of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Union or its Executive Council or governing body at a rate per year not exceeding 2% above the prime rate prescribed 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 Union or of its Executive Council or governing body;
 - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Union or of its Executive Council or governing body has an interest 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.
9. No person shall be bound to account for any benefit he or she may receive in respect of any payment properly paid in accordance with sub-clauses (5) and (6) above.

LIABILITY OF THE MEMBERS

10. The liability of the members is limited.

CONTRIBUTION OF MEMBERS UPON WINDING UP

11. Every subscription paying member of the Union undertakes to contribute an amount not exceeding HK\$100 to the assets of the Union in the event of it being wound up whilst they were a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Union contracted before ceasing to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves.

DISTRIBUTION OF REMAINING PROPERTY UPON WINDING UP OR DISSOLUTION

12. If upon the winding up of the Union there remains after the satisfaction of all its debts and liabilities any surplus or property whatsoever, the same shall not be paid to or distributed among the members of the Union, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Union, and which shall prohibit 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 Union under or by virtue of clause 5 above.

- 12.1 Such institution or institutions shall be determined by members of the Union at or before the time of dissolution, and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision can not be effected, then to some charitable object.

ACCOUNTS

13. True proper books of accounts shall be kept with respect to all sums of money received and expended by the Union, the matters in respect of which such receipts and expenditure takes place, and of the assets, property, credits and liabilities of the Union.

- 13.1 such accounts shall be open to inspection by any member(s) of the Executive Council and Corporate Ordinary Members with prior appointment subject to any reasonable restrictions as to the time and manner that may be imposed in accordance with the current regulations of the Union; and

- 13.2 the accounts of the Union shall be examined once at least in every financial year and the correctness of the balance sheet ascertained by at least one authorised auditor as set out in the Articles of Association.

LICENCE UNDER SECTION 21

14. In the event of the Union being granted a licence under Section 21 of the Companies Ordinance, no addition, alteration or amendment shall be made thereafter to or in the Memorandum and Articles of Association unless the same shall have been submitted to and approved by the Registrar of Companies in writing.

[We, the several persons as founding members whose names and addresses are listed below with signatures are desirous of being formed into a company pursuant to this Memorandum of Association].

1. Name: TANG Hon Chung, Robert (鄧漢忠)
Address: Unit A, 24th Floor, Casa 880 Building
880-886 King's Road, North Point, Hong Kong
Occupation: Clinical Psychologist
Signature:

2. Name: CHIN Chi Pang, Henry (錢志鵬)
Address: Unit 2004, Hang Chong Building
5 Queen's Road, Central, Hong Kong
Occupation: Engineer
Signature:

Dated this 14th day of February, 1984.

WITNESS to the above signatures:

FUNG HOI WING
Rooms 901-907, 9th Floor,
Shui Hing House,
23-25 Nathan Road,
Kowloon
Solicitor, Hong Kong

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ARTICLES OF ASSOCIATION

OF

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INTERPRETATION

1. In these regulations and unless the context otherwise requires:-
 - (a) “the Union” means “The China Hong Kong Mountaineering and Climbing Union Limited”
 - (b) The expression “the Ordinance” means “The Companies Ordinance (Chapter 32, The Laws of Hong Kong)”, but so that any reference in this Memorandum to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being.
 - (c) “Executive Council” means the member of the Executive Council for the time being established for the administration and management of the affairs of the Union.
 - (d) “Committee” means a Committee formed or assigned as resolved in the Executive Council meetings and/or General Meetings of the Union and in some circumstances may specifically refer to a Provisional Committee or sub-committee.
 - (e) “Society” means a lawful society duly registered or lawfully exempted from registration under the Societies Ordinance (Chapter 151, The Laws of Hong Kong).
 - (f) “Members” means Corporate Ordinary members, Corporate Associate members, Individual Associate members and Honorary members.
 - (g) “Corporate Ordinary Member” means the corporate ordinary members as specified in article 4.1.

- (h) "Corporate Associate Member" means the corporate associate members as specified in article 4.2.
- (i) "Individual Associate Member" means the individual associate members as defined in article 4.3.
- (j) "Honorary Members" means the honorary members as specified in article 4.4.
- (k) "Month" means calendar month.
- (l) "Person" includes company and other corporate body.
- (m) "Seal" means the common seal of the Union.
- (n) "Secretary" means any person appointed to perform the duties of secretary of the Union and includes an assistant or deputy secretary.
- (o) Words importing the masculine gender also include the feminine gender and the neuter gender.
- (p) Words importing the masculine gender also include the plural number and vice versa.
- (q) Expressions referring to in 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.
- (r) 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 or any statutory modification thereof in force at the date at which these Articles become binding on the company.

JURISDICTION

2. The Union shall be a non-political and non-profit making organisation practicing no discrimination as to the race, religion or gender of members, and claims jurisdiction over all mountaineering and climbing activities practiced as a sport in Hong Kong and by Hong Kong's representatives abroad.

MEMBERSHIP

3. There shall be four classes of membership, namely:-
 - (a) Corporate Ordinary member,
 - (b) Corporate Associate member,
 - (c) Individual Associate member,
 - (d) Honorary member,
4. Subject to article 6 of these Articles of Association, the eligible qualification for each class of membership is listed as follows:--

- 4.1 The Corporate Ordinary member shall be:-
- (i) a company registered under the Companies Ordinance or other incorporated body or society registered under the Societies Ordinance; and
 - (ii) such company, incorporated body or society has fulfilled the requirements so decided and resolved in the General Meeting of the Union, and such requirements may be revised at a future General Meeting as deemed necessary.
- 4.2 The Corporate Associate member shall be either a company registered under the Companies Ordinance or other incorporated body, or society registered under the Societies Ordinance except that such company, incorporated body or society has an interest in mountaineering and climbing activities, and its admission (in the opinion of the Executive Council) will be in the best interests of the Union.
- 4.3 The Individual Associate member shall be:
- (i) individual persons who are interested in the sport of mountaineering and climbing; and
 - (ii) nominated by a Corporate Ordinary or Corporate Associate member of the Union; and
 - (iii) whose admission (in the opinion of the Executive Council) will be in the best interests of the Union.
- 4.4 The Honorary member shall be individual persons who are interested in the sport of mountaineering and climbing who may upon the recommendation and approval of the Executive Council be invited to be admitted as an honorary member.
5. Any corporation which is a member of the Union may by resolution of its directors or other governing body authorise such person ("designated person") as it thinks fit to act as its representative at any meeting of the Union or of any class of the Union members'.
- 5.1 That designated person shall be entitled to exercise the same power on behalf of such corporation as the corporation could exercise if it were an individual member of the Union.
- 5.2 Such corporation shall for the purposes of exercising this power be deemed present at any such meeting if that designated person is present.

ADMISSION TO MEMBERSHIP

6. All applications for membership shall be considered by the Executive Council which shall have full and absolute discretion to admit or refuse any application to any class of membership and shall not be called upon to give any reason for its decision.
 - 6.1 No company or incorporated body or society or person shall become a member unless and until the prescribed admission fee and annual subscription have been paid in full.

MEMBERSHIP SUBSCRIPTION

7. All members shall pay an admission fee and an annual subscription fee of a specified amount which shall be determined by the Executive Council from time to time, and approved at a general meeting of the Union.
 - 7.1 Subscription fees are payable in advance no later than the first day of every calendar year.
 - 7.2 Any applicant whose application for membership is approved by the Executive Council during the last six months of a calendar year shall only pay one-half of the annual subscription in respect of that calendar year.
 - 7.3 Honorary members need not pay any fee and subscription, and shall not be under any liability in the event of the Union being wound up.

GENERAL RULES RELATING TO MEMBERS

8. Any member may withdraw from the Union by giving at least one month prior notice in writing to the Executive Council.
9. The rights and privileges of all classes of member save and except that only Corporate Ordinary Member shall have the voting rights in General Meetings shall be determined by the Executive Council and come in force upon approval and resolved in a General Meeting specified for the purpose.
10. The rights and privileges of a member shall not in any way be transferable and shall be relinquished upon such member ceasing to be a member of the Union under the provisions of these Articles.

11. Any member who for any cause ceases to be a member shall not be entitled to the return of their subscription that has been paid. That member shall remain liable for payment of all outstanding monies due from such member to the Union.
12. Every member shall be bound to advance to the best of their abilities the objects, interests and influence of the Union, and shall observe all the Union by-laws made pursuant to the powers contained in these Articles of Association.

EXPLUSION OF MEMBERS

13. Any member shall cease to be a member of the Union if:-
 - (a) as a corporate body having entered into voluntary or compulsory liquidation (otherwise than for the purpose of re-construction or amalgamation) or is unable to pay its debts within the meaning of section 178 of the Companies Ordinance or of any statutory modification or re-enactment of the same or has made any arrangement or composition with its creditors or suffered a receiver to be appointed.
 - (b) as an individual person, has committed an act of bankruptcy as specified in section 3 of the Bankruptcy Ordinance (Cap. 6, The Laws of Hong Kong) or of any statutory modification or re-enactment thereof;
 - (c) their annual subscription is more than two months in arrears, or if that member shall persistently neglect or refuse to pay any other monies which may be due to the Union except that:-
 - (i) the member in question may be re-admitted at any meeting of the Executive Council by resolution; and
 - (ii) upon paying in full the subscription or other dues that were in arrears.
 - (d) If that member shall neglect or refuse to comply with any of these Articles of Association or any by-laws of the Union for the time being after written notice has been sent to their attention (by registered post to their last known address by the Honorary Secretary or any other member of the Executive Council) on the instructions of the Executive Council directing attention to such neglect or refusal.

GENERAL MEETINGS

14. The Union shall in each year hold a general meeting as its annual general meeting in addition to any other meetings, and shall specify the meeting as such in the notice calling it, and not more than eighteen months shall elapse between the date of one annual general meeting and that of the next one. The annual general meeting shall be held at such time and place as decided by the Executive Council.
15. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
16. The Executive Council may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on the written requisition to the Executive Council of not less than 10% of corporate ordinary members.

NOTICE OF GENERAL MEETINGS

17. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days notice in writing.
 - 17.1 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.
 - 17.2 In the case of special business, the general nature of that business and shall be given in the manner mentioned below (or in such other manner, if any, as may be prescribed by the Union in general meeting) to such persons as are under the articles of the Union entitled to receive such notices from the Union provided that:-
 - (i) a meeting of the Union (notwithstanding that it is called by shorter notice than that specified in this article) shall be deemed to have been duly called if it is so agreed; and
 - in the instance of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
 - in the instance of any other meeting, by a majority in number of the members having the 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. Any 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

19. All business shall be deemed special for matters that are deliberated at an Extraordinary General Meeting and matters that are deliberated at an Annual General Meeting except for consideration of the accounts, balance sheet, and the reports of the President, General Secretary, Honorary Treasurer and Auditors, election of members of the Executive Council and the appointment of the auditors along with the fixing of their remuneration.
20. No business shall be transacted at any general meeting unless a quorum of the members is present at the time when the meeting proceeds to business; save as herein otherwise provided, half of the ordinary members shall be a quorum; and
 - (a) Only those ordinary members who or whose authorised representative is present shall be counted in the quorum.
21. If a quorum is not present within half an hour from the time appointed for the meeting then:-
 - (a) if convened upon the requisition of members, that meeting shall be dissolved; or
 - (b) in any other case it shall stand adjourned to the same day in the following week and at the same time and place; and if a quorum is still not present at the adjourned meeting within an hour from the time appointed, the members present shall constitute a quorum.
22. The President of the Executive Council or in their absence, the First Vice-President of the Executive Council shall preside as Chairperson at every general meeting of the Union; and
 - (a) if at any meeting the President or, in his absence, the First Vice-President shall not be present within 15 minutes after the time appointed for holding the meeting; or

- (b) if they shall have previously notified the General Secretary of their intention of not being present;

then one of the members of the Executive Council shall preside; or if no Executive Council member be present or willing to take the chair, the Corporate Ordinary members present shall choose one of their members to be Chairperson.

23. The Chairperson of any meeting at which a quorum is present may with the consent of the members present (and shall if so directed) adjourn the meeting from time to time and from place to place, but that:-

- (a) no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place; and

- (b) it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting except when a meeting is adjourned for seven or more days.

24. At any general meeting, any 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 at least 20% of Corporate Ordinary members present personally or by authorised representatives who are entitled to vote; and unless a poll is so demanded;

- (a) a declaration by the Chairperson of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost; and

- (b) an entry to that effect in the book of the proceedings of the Union shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

25. If a poll is duly demanded it shall be taken in such a manner as the Chairperson 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 for a poll may be withdrawn.

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

27. A poll demanded on the election of a Chairperson or on question of an adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chairperson of the meeting directs.
28. Only Corporate Ordinary members have the right to vote in general meetings.

VOTES OF CORPORATE ORDINARY MEMBERS

29. On a show of hands or on a poll, every member who is present in person or by proxy shall have one vote.
30. Unless the Executive Council otherwise determines, no member shall be entitled to vote at a general meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Union provided all subscription or other sums presently payable by that member to the Union have been paid in full.
31. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be promptly referred to the Chairperson of the meeting whose decision shall be final and conclusive.
32. On a poll, votes may be given either personally or by proxy.
33. A proxy need not be a member of the Union.
34. An instrument appointing a proxy shall be in written in any usual or common form or in any other form which the Executive Council may accept and shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation, except that:-
 - (a) the Executive Council may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.
35. An instrument appointing a proxy shall not be treated as valid unless:-
 - (a) It is left at such place or one of such places (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is so specified, at the registered office of the Union); and

- (b) Is less than twenty-four hours before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which is to be used; and
 - (c) any valid instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not be required to be delivered again in relation to any subsequent meeting(s) to which it relates.
36. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, and shall be valid as well for any adjournment of the meeting as for the meeting to which it relates (unless the contrary is stated thereon).
37. A vote cast by proxy shall not be invalidated by the previous death or insanity of the principal or due to revocation of the appointment of the proxy or of the authority under which the appointment was made provided that;
- (a) no notice in writing of such death, insanity or revocation shall have been received by the Union at the registered office at least one hour before commencement of the meeting or adjourned meeting or the time appointed for taking of the poll at which the vote is cast.

HONORARY POSITIONS

38. Upon recommendation by the Executive Council and with approval of the Corporate Ordinary members, any individual of good repute and standing may be invited to hold the position of Honorary President or Honorary Vice-President of the Union for such period as the Executive Council shall deem fit; however:.
- (a) such Honorary President, and Honorary Vice-President may resign by written notice given to the Union; or
 - (b) may also be removed upon the recommendation of the Executive Council and with the approval of the Corporate Ordinary members.

EXECUTIVE COUNCIL

39. Until otherwise determined by the Union in general meeting, the Executive Council shall have not less than five and not more than nine members of whom there shall be a President, a First Vice President, a Second Vice President, a General Secretary and a Treasurer.

- 39.1 The General Secretary shall be the Union's Secretary for the purpose of section 154(1) of the Ordinance.
40. The Executive Council members shall be elected during the Annual General Meeting from:-
- (a) individual members or officers of and nominated by Corporate Ordinary members; and
 - (b) individual members or officers of and nominated by Corporate Associate members.
- 40.1 The Executive Council members shall hold office for a term of two years when they shall retire, but shall be eligible for re-election.
41. Nomination for the posts of the Executive Council of the Union shall be accepted up until forty-eight hours prior to the Annual General Meeting scheduled commencement date and time specified in the notice..
42. Nomination for election shall be made only on special form approved by the Executive Council for that purpose.
43. The Executive Council shall have power at any time and from time to time to co-opt not more than two persons who are qualified under article 40(a) and article 40(b) to become members of the Executive Council except that:-
- (a) such co-option as additional members shall be subject to the provisions of article 40.1; and
 - (b) the total number of members of the Executive Council shall not at any time exceed the maximum number fixed by article 39.
44. The Executive Council shall establish the directions of the Union and give instructions and directions to any committee or sub-committee.
45. The Executive Council shall have power at any time and from time to time to appoint such Committee, Provisional Committee or sub-committee(s) for specific functions and purposes as they deem fit and may determine the powers, functions and duties of any such committee or sub-committee(s).

46. The Executive Council shall have the power to annul or invalidate any resolution or proceeding of those committee(s) or sub-committee(s) appointed under article 45.
47. The affairs of the Union shall be managed by the Executive Council which may exercise all powers of the Union in general meeting (which are not by these articles required to be exercised by the Union) provided that:-
- (a) those directions as may be given by the Union in general meetings are not inconsistent with this constitution or the Ordinance (and related regulations); and
 - (b) no direction given by the Union in general meetings shall invalidate any prior act of the Executive Council which would have been valid if that direction had not been given.
48. The Executive Council shall cause minutes to be made in the book provided for that purpose of:-
- (a) all appointments of committees and sub-committee made by the Executive Council; and
 - (b) the names of the members present at each meeting of the Executive Council and of any sub-committee committee(s); and
 - (c) all resolutions and proceedings at all meetings of the Union and of the Executive Council, or sub-committee(s).
- 48.1 Every committee member at any meeting of the Executive Council, Committee, or sub-committee(s) shall sign their name in a book to be kept for that purposes.

PROCEEDINGS OF THE EXECUTIVE COUNCIL

49. The Executive Council may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit. Unless otherwise determined, the Executive Council shall meet at least once every two months and at least seven days' prior written notice of the meeting shall be given provided that:-
- (a) Such notice is to be given to all Executive Council members and ordinary members.

- (b) Questions arising at any meeting shall be decided by majority vote of those present and voting.
 - (c) Where there is an equality of votes, the presiding Chairperson shall have a second or casting vote.
 - (d) Every ordinary member is entitled to nominate a representative to sit in on an Executive Council meeting, but no such representative shall be entitled to vote unless that representative is also a member of the Executive Council.
50. The quorum necessary for the transaction of the business of the Executive Council shall be three or half of the numbers, whichever is higher of Executive Council members.
51. A meeting of the Executive Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the regulations of the Union for the time being vested in or exercisable by the Executive Council generally.
52. If a quorum is not present within half an hour from the time appointed of any Executive Council meeting, the meeting shall be adjourned to a date so decided by the Council with regard to clause 49 (including the requisite prior written notice requirement).
53. All acts done or resolutions passed by any meeting of the members of the Executive Council or of the members of a committee or sub-committee appointed under article 45 shall be as valid as if every such member or committee or sub-committee had been duly appointed and qualified notwithstanding a situation where it is later discovered there was a defect in the appointment of any such member or committee or sub-committee or that they or any of them were disqualified.
- 53.1 A resolution in writing, signed by all members of the Executive Council for the time being entitled to receive notice of a meeting of the Executive Council shall be valid and effectual as if it had been passed at a meeting of the Executive Council duly convened and held.
54. The continuing members of the Executive Council may act notwithstanding any vacancy in that body in which their numbers are reduced below the number fixed by or pursuant to the regulations of the Union as to the necessary quorum EXCEPT THAT they may only act for the purpose of increasing the Executive Council to the necessary quorum number or for summoning a general meeting of the Union but for no other purpose.

55. The President of the Executive Council shall have power to convene an Extraordinary Executive Council meeting, and an extraordinary meeting shall also be convened upon requisition by three members of the Executive Council. Such an extraordinary meeting shall be called with at least three days prior notice.
56. The agenda not previously circulated by notice in writing by the General Secretary shall not be discussed in an Executive Council meeting unless it has the approval of the President and two-thirds of the Committee members are personally present.
57. Notice and the agenda of the Executive Council meeting shall be circulated to all Executive Council members as well as ordinary members.
58. The office of a member of the Executive Council shall be vacated if such member:-
 - (a) without the consent of the Union in general meeting holds any office of profit under the Union; or
 - (b) becomes bankrupt or makes any arrangement or composition with their creditors generally; or
 - (c) becomes prohibited from being a member of the Executive Council by reason of any order made under section 157E or 157F of the Ordinance.
 - (d) becomes of unsound mind; or
 - (e) resigns their office with one month's notice in writing to the Union; or
 - (f) Is directly or indirectly interested in any contract with the Union and fails to declare the nature of their interest in the manner required by Section 162 of the Ordinance; or
 - (g) is absent from attending Executive Council meetings three consecutive times without prior notice in writing of such absence; or
 - (h) is no longer in the circumstances where the Corporate Ordinary or Corporate Associate member which nominated him or her has ceased to be a member of the Union.
59. A member of the Executive Council shall not vote in respect of any contract in which they are interested or any matter arising thereof, and if there is a vote, that vote shall not be counted.
60. Any casual vacancies occurring in the Executive Council shall be filled by the Executive Council, but the person so chosen shall be subject to retirement at the same time as if they had become a member of the Executive Council on the date at which that member is in whose place was appointed was last elected a member.

COMMITTEE, PROVISIONAL COMMITTEE AND SUB-COMMITTEE(S)

61. Until otherwise determined by the Executive Council in meeting specific for the purpose:-
 - (a) the Committee and Provisional Committee shall have not less than six nor more than eight members of whom there shall be a Chairperson, a Vice-Chairperson and a Secretary; and
 - (b) the numbers of members of sub-committee(s) shall be determined by the parental Committee or Provisional Committee.
62. All members of the union shall have the right to join the committee voluntarily and Committee members shall be elected in a committee meeting specific for the purpose in which all candidates shall have a vote for the offices.
 - 62.1 Elected committee members shall hold office for a term of 24 months and upon retiring from office at the expiration of that term shall be eligible for re-election.
63. The Committee and Provisional Committee shall have the right to exercise its power so designated by the Council for the specific functions, and shall submit written reports, budgets, income and expenditures reports to the Council from time to time.
64. The Executive Council shall have the power to dissolve a Committee, Provisional Committee and sub-committee, and call for a re-election upon resolution in a council meeting specific for the purpose.
65. The Executive Council shall have the power to select, appoint and re-appoint members of the Provisional Committee without call for election.

SEAL

66. The Executive Council shall provide for the safe custody of the seal which shall only be used with authority of the Executive Council. Every instrument to which the seal is to be affixed shall be signed by any two of the following members of the Executive Council: the President, the First Vice-President, General Secretary and Treasurer.

ACCOUNTS

67. The Executive Council shall cause true proper books of accounts to be kept with respect to all sums of money received and expended by the Union, the matters in respect of which such receipts and expenditure takes place and of the assets, property, credits and liabilities of the Union.
68. The books of account shall be kept at the registered office of the Union, or at such other place or places as the Executive Council think fit.
- 68.1 Such accounts shall be open to inspection by any member(s) of the Executive Council and Corporate Ordinary Members with prior appointment subject to any reasonable restrictions as to the time and manner that may be imposed in accordance with the current regulations of the Union.
69. The Executive Council shall from time to time in accordance with Section 122 of the Ordinance cause to be prepared and laid before the Union at the Annual General Meeting an account of the income and expenditure as is referred to in that section.
- 70 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Union at the Annual General Meeting together with a copy of the auditors' report shall be sent to all persons entitled to receive notice of Annual General Meeting of the Union not less than 14 days before the date of that meeting.

AUDIT

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

NOTICES

72. Notices may be served upon members either personally or by post in prepaid letters or circulars and are to be addressed to such members at their addresses last registered with the Union; and if a particular member has no registered address within Hong Kong, then the last known address (if any) within Hong Kong supplied by them to the company for the giving of notice, or by advertisement in one English and one Chinese daily newspaper circulating in Hong Kong.
- 72.1 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 of a meeting at the expiration of 48 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..

INDEMNITY

73. Every member of the Executive Council, agent, auditor, secretary, officer or other servant of the Union shall be indemnified out of the funds of the Union against all liability incurred by that member of the Executive Council, officer or servant in defending any proceedings (whether civil or criminal) in which judgment is given in their favour, or in which that member is acquitted, or in connection with an application under Section 358 of the Ordinance in which relief is granted to that member by the Court.

BYE-LAWS

74. The Executive Council shall have power to make amend or repeal from time to time such bye-laws regulations and standing orders consistent with this Constitution for the furtherance of the objects for which the Union is established and as it shall deem necessary, expedient or convenient for the proper conduct, management and well being of the Union.

WINDING-UP

75. The provisions of clause 12 in the Memorandum of Association of the Union relating to the winding-up or dissolution of the Union shall have effect and be observed as if the same were repeated in full in these Articles.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. Name: Tang Hong Chung, Robert (鄧漢忠)
 Address: 880-886 King's Road, 24th Floor, Flat A,
 North Point, Hong Kong.
 Occupation: Clinical Psychologist
 Signature:

2. Name: Chin Chi Pang, Henry
Address: 2004 Hang Chong Building, 5 Queen's Road, Central, Hong Kong
Occupation: Engineer
Signature:

Dated the 14th day of February, 1984.

Witness to the above signatures,

Fung Hoi Wing
Rooms 901-907, 9th Floor
Shui Hing House
23-25 Nathan Road
Kowloon
Solicitor, Hong Kong

Revised by

<p>PATRICK K.H. LAM & CO. 林健雄律師事務所 <i>Solicitors</i></p>
